

Estimated Hearing Date: February 15, 2019 at 9:30 a.m. (Atlantic Standard Time)
Objection Deadline: December 6, 2018 at 4:00 p.m. (Atlantic Standard Time)

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

**Re: ECF Nos. 1063, 1150,
1715, 3269**

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

PROMESA
Title III

No. 17 BK 4780-LTS

**SUMMARY OF FIRST INTERIM APPLICATION OF O'MELVENY & MYERS LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE PUERTO RICO
ELECTRIC POWER AUTHORITY FOR THE PERIOD FROM
AUGUST 10, 2018 THROUGH SEPTEMBER 30, 2018**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

Name of Applicant: O'Melveny & Myers LLP

Authorized to Provide Professional Services to: Puerto Rico Electric Power Authority ("PREPA")

Period for which compensation and reimbursement are sought: August 10, 2018 through September 30, 2018

Amount of Compensation sought as actual, reasonable, and necessary: \$407,832.68

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$4,650.14

This is a(n): ☐ monthly ☒ interim ☐ final application²

- Blended Rate in this application for attorneys: \$758 /hr
- Blended Rate in this application for all timekeepers: \$758/hr

² OMM's fee and expense totals in this interim application do not differ from the sum of previously-served monthly statements, besides the voluntarily write offs for transient timekeepers described herein.

Prior Monthly Fee Statements:

Compensation Period	Fees Requested	Expenses Requested
August 10, 2018 - August 31, 2018	\$174,421.29	\$3,873.18
September 1, 2018 - September 30, 2018	\$241,911.39	\$776.96
TOTAL INCURRED:	\$416,332.68	\$4,650.14

Payments Made to Date Under Prior Monthly Fee Statements:³

None.

³ This payment chart does not include any holdback amounts paid to date.

TABLE OF SCHEDULES AND EXHIBITS

Schedule A - List and Summary of Hours by Professional

Schedule B - Summary of Hours and Compensation by Matter Code

Schedule C - Expense Summary

Schedule D - Customary and Comparable Disclosures

Exhibit A - Attorney Certification

Exhibit B - Detailed Time and Expense Records

Schedule A

LIST AND SUMMARY OF HOURS AND COMPENSATION BY PROFESSIONAL⁴

Name	Title or Position	Hourly Rate Billed in this Application	Hours Billed in this Application	Total Compensation
ASHLEY PAVEL	Counsel	\$727.50	21.5	\$15,641.25
DANIEL S. SHAMAH	Partner	\$845.75	16.2	\$13,701.20
ELIZABETH L. MCKEEN	Partner	\$845.75	14.2	\$12,009.70
IRENE BLUMBERG	Associate	\$432.75	48.4	\$20,945.14
JOSEPH A. SPINA	Associate	\$654.50	133.6	\$87,441.20
JOSEPH L. ROTH	Associate	\$477.50	45.4	\$21,678.50
MARIA J. DICONZA	Partner	\$892.50	53.2	\$47,481.00
MATTHEW GILL	Associate	\$650.25	28.6	\$18,597.24
MATTHEW HINKER	Counsel	\$807.50	77.5	\$62,581.25
NANCY MITCHELL	Partner	\$1,147.50	87.6	\$100,521.00
TOM ROSSO	Associate	\$544.00	13.3	\$7,235.20
TOTAL			539.5	\$407,832.68

⁴ Prior to the submission of this Interim Fee Application, OMM has voluntarily wrote off 13.3 hours and \$10,948.00 in fees incurred by all timekeepers billing less than 10 hours during this Compensation Period

Schedule B

SUMMARY OF HOURS AND COMPENSATION BY MATTER CODE

Task Code	Total Billed Hours	Total Fees Requested
ASSET ANALYSIS AND RECOVERY	27.5	\$18,146.65
ASSET DISPOSITION	0.1	\$114.75
ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS	2.1	\$1,776.08
BUSINESS OPERATIONS	26.3	\$26,065.25
CASE ADMINISTRATION	26.4	\$25,034.41
CLAIMS ADMINISTRATION AND OBJECTIONS	2.6	\$2,198.96
CORPORATE GOVERNANCE AND BOARD MATTERS	20.4	\$18,817.73
EMPLOYEE BENEFITS AND PENSIONS	1.2	\$1,226.13
FEE APPLICATIONS	2.2	\$1,439.90
LITIGATION	157.7	\$103,984.31
MEDIATION	0.6	\$535.50
MEETINGS AND COMMUNICATIONS WITH CREDITORS	7.6	\$8,517.00
PLAN OF ADJUSTMENT	278.1	\$210,924.01
SUBTOTAL	552.8	\$418,780.68
LESS ADJUSTMENTS FOR TRANSITORY TIMEKEEPERS⁵	(13.3)	(\$10,948.00)
GRAND TOTAL	539.5	\$407,832.68

⁵ See footnote 4.

Schedule C

EXPENSE SUMMARY

Category	Amount
Delivery Services	\$18.20
Printing	\$417.10
Local Travel	\$1,085.63
Out-of-Town Travel	\$3,129.21
GRAND TOTAL	\$4,650.14

Schedule D

CUSTOMARY AND COMPARABLE DISCLOSURES

Category of Timekeeper	Blended Hourly Rate	
	Billed OMM's Domestic Offices for FY2018 (Excluding Restructuring Matters)	Billed This Case During the Compensation Period
Partner	1,030	1,015
Counsel/Associate	659	639
Paralegal/Other	281	N/A
Aggregated	738	758

**UNITED STATES DISTRICT COURT
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No. 17 BK 3283-LTS

**Re: ECF Nos. 1063, 1150,
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PUERTO RICO ELECTRIC POWER AUTHORITY,

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PROMESA

Title III

No. 17 BK 4780-LTS

**FIRST INTERIM APPLICATION OF O'MELVENY & MYERS LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE PUERTO RICO
ELECTRIC POWER AUTHORITY FOR THE PERIOD FROM
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¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

O'Melveny & Myers LLP ("OMM"), as counsel to the Puerto Rico Electric Power Authority ("PREPA"), makes its first interim application (this "Application") for allowance of compensation, under sections 316 and 317 of PROMESA, of \$407,832.68 and reimbursement of expenses of \$4,650.14 for the period from August 10, 2018 through September 30, 2018 (the "Compensation Period") in accordance with (i) the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated November 8, 2017 [ECF No. 1150], as amended [ECF Nos. 1715, 3269] (the "Interim Compensation Order"), and (ii) the *Memorandum Regarding Fee Review – Timeline and Process*, dated November 10, 2017 (the "Fee Examiner Guidelines"). In support of this Application, OMM respectfully states as follows:

BACKGROUND

1. On May 3, 2017, the Commonwealth of Puerto Rico (the "Commonwealth"), by and through the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board"), as the Commonwealth's representative pursuant to section 315(b) of PROMESA, filed a petition with the Court under title III of PROMESA.

2. On May 5, 2017, the Puerto Rico Sales Tax Financing Corporation ("COFINA"), by and through the Oversight Board, as COFINA's representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

3. On May 21, 2017, the Puerto Rico Highways and Transportation Authority ("HTA"), by and through the Oversight Board, as HTA's representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

4. On May 21, 2017, the Employees Retirement System for the Commonwealth of Puerto Rico ("ERS"), by and through the Oversight Board, as ERS's representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

5. On July 3, 2017, PREPA, by and through the Oversight Board, as PREPA's representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

6. Through Orders of this Court, the Commonwealth, COFINA, HTA, ERS, and PREPA Title III Cases (together, the "Title III Cases") are jointly administered for procedural purposes only, pursuant to PROMESA section 304(g) and Bankruptcy Rule 1015 [ECF Nos. 242, 537, 1417].

7. On October 6, 2017, the Court entered the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(a) Appointing a Fee Examiner and Related Relief* [ECF No. 1416], which appointed Brady Williamson of Godfrey & Kahn, S.C. to serve as Fee Examiner in the Title III Cases. To date, OMM has worked cooperatively with the Fee Examiner to ensure that AAFAF is provided with cost-effective and efficient services.

COMPENSATION REQUESTED BY OMM

8. PREPA has retained OMM pursuant to an engagement letter dated August 10, 2018, (the "Engagement Letter")² which includes a schedule of rates for OMM professionals that was negotiated and agreed-upon by both OMM and PREPA.

9. OMM's hourly rates are set at a level designed to compensate OMM fairly for the work of its attorneys and paraprofessionals and are disclosed in detail in the Engagement Letter. In light of the unique facts and circumstances of these Title III cases, OMM agreed in the Engagement Letter to provide a significant discount on all fees incurred under the Engagement Letter, which is also subject to a fee cap that was negotiated under the Engagement Letter. This discount is reflected in all Monthly Fee Statements submitted during the Compensation Period.

² A copy of the Engagement Letter has been provided to the Fee Examiner.

10. OMM's rates are appropriate for complex corporate, securities, litigation, and restructuring matters, whether in court or otherwise. The rates and rate structure reflect that such complex matters typically involve great complexity, high stakes, and intense time pressures. OMM submits that the compensation requested is reasonable in light of the nature, extent, and value of such services provided to PREPA.

11. During the Compensation Period, OMM did not receive any payments or promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between OMM and any other person, other than partners of the firm, for sharing of compensation to be received for services rendered in these cases.

SUMMARY OF SERVICES

12. During the Interim Period, OMM provided important legal services to the PREPA in connection with its Title III Case. Detailed descriptions of the specific services provided and the time expended performing such services are attached as **Exhibit B**, and a summary of the services OMM provided to PREPA during the Compensation Period is set forth below.

13. As discussed in further detail below, OMM worked extensively with PREPA during the Compensation Period in connection with its Title III case and related litigation and adversary proceedings. Specifically, during the Compensation Period, OMM worked with PREPA and its advisors in connection with:

- Negotiating, analyzing, and researching several legal issues in connection with an eventual Title III plan of adjustment.
- Working with and communicating with the Oversight Board, the debtors' other advisors, and PREPA's bondholders to negotiate and draft a preliminary

restructuring support agreement and to begin to negotiate a more fulsome restructuring support agreement (“RSA”).

- Analyzing issues related to the RSA and the eventual plan process.
- Analyzing various issues regarding PREPA’s transformation and privatization process, and engaging with the FOMB and the Public Private Partnership Authority and their counsel throughout the process.
- Preparing analyses regarding PREPA’s various debt issuances to assist in strategy and negotiations with respect to a plan of adjustment.
- Reviewing and drafting responses to complaints filed against PREPA, including drafting a motion to dismiss in *PBJL Energy Corporation v. Puerto Rico Electric Power Authority* (Adv. Proc. No. 18-00063).
- Responding to Rule 2004 discovery requests from PREPA’s main labor union, including reviewing documents and drafting objections.
- Assisting PREPA in reporting required under its post-petition loan agreement.

14. As a result of all of these various work streams, OMM submits that the fees and expenses for which its seeks approval were reasonable and necessary. All fees were also billed at a negotiated discount to OMM’s standard rates and agreed upon by PREPA.

15. Additionally, OMM has established subject matters categories (each, a “Matter Category”) for keeping time records of the work performed for the Debtors. The following is a summary, by Matter Category, of the professional services provided by OMM during the Compensation Period.³

³ Several of the matter categories do not appear in this summary because OMM did not bill a substantial amount of time under those categories during the Compensation Period. **Exhibit B** provides a complete summary of hours billed and total compensation requested by matter category.

a) Asset Analysis and Recovery

16. During the Compensation Period, OMM attorneys analyzed PREPA's debt and security documents to assist in the development and formulation of a plan of adjustment strategy. OMM attorneys not only reviewed and analyzed such documents, but conducted lien searches and drafted memoranda on their analyses of such debt and security documents.

b) Case Administration

17. During the Compensation Period, OMM attorneys also worked on matters relating to general case administration and coordination and assisting PREPA in fulfilling its duties as debtor in possession. During the Compensation Period, OMM attorneys coordinated with PREPA regarding its budget, drafted daily summaries of key case developments in PREPA and related adversary proceedings, and analyzed court orders and decisions for impact on PREPA's operations. OMM professionals also drafted weekly tasks reports for PREPA and prepared weekly DIP reporting packages.

c) Litigation

18. During the Compensation Period, OMM attorneys handled numerous litigation work streams in connection with adversary proceedings involving PREPA. Specifically, OMM attorneys reviewed and drafted responses to complaints filed against PREPA, including drafting a motion to dismiss in *PBJL Energy Corporation v. Puerto Rico Electric Power Authority* (Adv. Proc. No. 18-00063). OMM attorneys also responded to document requests served by UTIER, one of Puerto Rico's largest labor unions.

d) Plan of Adjustment

19. During the Compensation Period, OMM attorneys engaged in extensive

negotiations with the Oversight Board, PREPA's lenders and other constituencies with respect to the development of PREPA's Title III plan of adjustment and RSA. In connection with PREPA's plan of adjustment, OMM drafted and commented on RSA term sheets, conducted extensive research regarding plan and confirmation issues, and negotiated an RSA with PREPA's lenders and creditors.

ATTORNEY CERTIFICATION

20. In accordance with Puerto Rico Local Bankruptcy Rule 2016-1(a)(4), the undersigned has reviewed the requirements of Puerto Rico Local Bankruptcy Rule 2016-1(a)(4) and certifies to the best of his information, knowledge, and belief that this Application complies with Puerto Rico Local Bankruptcy Rule 2016-1(a)(4). In this regard, and incorporated herein by reference, the *Certification of Nancy Mitchell* in accordance with the U.S. Trustee Guidelines is attached hereto as **Exhibit A**.

NO PRIOR APPLICATION

21. No prior application for the relief requested by this Application has been made to this or any other court.

WHEREFORE, OMM respectfully requests that the Court enter an order: (a) awarding OMM compensation for professional and paraprofessional services provided during the Compensation Period in the amount of \$407,832.68; (b) reimbursement of actual, reasonable and necessary expenses incurred in the Compensation Period in the amount of \$4,650.14; and (c) granting such other relief as is appropriate under the circumstances.

Dated: November 16, 2018
New York, NY

Respectfully submitted,

/s/ Nancy Mitchell

Nancy Mitchell
John J. Rapisardi
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Fax: (202) 383-5414

*Attorneys for the Puerto Rico Electric Power
Authority*

Exhibit A

ATTORNEY CERTIFICATION

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

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Debtor.

PROMESA

Title III

No. 17 BK 4780-LTS

**CERTIFICATION OF NANCY MITCHELL PURSUANT TO PUERTO RICO LOCAL
BANKRUPTCY RULE 2016-1(a)(4)**

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Nancy Mitchell, under penalty of perjury, certifies as follows:

1. I am a partner with the law firm of O'Melveny & Myers LLP ("OMM"). I make this certification in accordance with Rule 2016-1(a)(4) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Puerto Rico (the "Local Rules") regarding the contents of applications for compensation and expenses.

2. I am familiar with the work performed by OMM for the Puerto Rico Electric Power Authority ("PREPA").

3. I have read the *First Interim Application of O'Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses As Counsel to the Puerto Rico Electric Power Authority for the Period From August 10, 2018 through September 30, 2018* (the "Application"), and the facts set forth therein are true and correct to the best of my knowledge, information, and belief.

4. To the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application are permissible under the Fee Examiner Guidelines, PROMESA, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Interim Compensation Order, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013* (the "Guidelines"), and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Puerto Rico.

Dated: November 16, 2018

/s/ Nancy Mitchell
Nancy Mitchell

Exhibit B

DETAILED TIME AND EXPENSE RECORDS



Client: PUERTO RICO ELECTRIC POWER AUTHORITY (PREPA)
Matter Name: TITLE III
Matter: 0686898-00001

10/24/18
Invoice: 1015697
Page No. 2

TITLE III

For Professional Services Rendered Through August 31, 2018

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Bill Rate</u>	<u>Amount</u>
Associate					
08/16/18	T ROSSO	TELEPHONE CONFERENCE W/ D. SHAMAH RE: [REDACTED]	0.5	544.00	272.00
08/20/18	T ROSSO	RESEARCH AND ANALYZE [REDACTED]	1.5	544.00	816.00
08/20/18	T ROSSO	REVIEW AND ANALYZE SPECIAL REVENUE BOND AGREEMENTS FOR RESEARCH RE: [REDACTED]	0.9	544.00	489.60
08/20/18	T ROSSO	REVIEW MEMORANDA RE: [REDACTED]	0.7	544.00	380.80
08/21/18	T ROSSO	TELEPHONE CONFERENCE W/ D. SHAMAH RE: RESEARCH INTO [REDACTED]	0.3	544.00	163.20
08/21/18	T ROSSO	RESEARCH AND ANALYZE [REDACTED]	0.6	544.00	326.40
08/22/18	T ROSSO	RESEARCH AND ANALYZE [REDACTED]	3.0	544.00	1,632.00
08/23/18	T ROSSO	DRAFT OUTLINE RE: [REDACTED]	1.6	544.00	870.40
08/24/18	T ROSSO	DRAFT OUTLINE RE: [REDACTED]	0.8	544.00	435.20
08/24/18	I BLUMBERG	TELEPHONE CONFERENCE W/ PREPA TEAM RE: PROPOSED RSA (.5); DRAFT ISSUES LIST RE: SAME (1.5).	2.0	432.75	865.50
08/27/18	T ROSSO	RESEARCH AND DRAFT OUTLINE RE: [REDACTED]	2.5	544.00	1,360.00
08/27/18	J SPINA	RESEARCH RE: PREPA LIEN ANALYSIS (2.7); REVIEW PROSKAUER DOCUMENTATION AND MEMORANDA RE: SAME (.9).	3.6	654.50	2,356.20

Due upon receipt. Please remit to:
By Mail: O'Melveny & Myers LLP - P.O. Box 894436, Los Angeles, CA 90189-4436
By Wire Transfer: Citibank, N.A., NY, ABA # 021000089, SWIFT: CITIUS33
Beneficiary: O'Melveny & Myers LLP, Account No.: #4078-0224
Please include client/matter/invoice number and/or attorney name.

Client: PUERTO RICO ELECTRIC POWER AUTHORITY (PREPA)
 Matter Name: TITLE III
 Matter: 0686898-00001

10/24/18
 Invoice: 1015697
 Page No. 3

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Bill Rate</u>	<u>Amount</u>
08/27/18	I BLUMBERG	IN-PERSON CONFERENCE AT FOMB COUNSEL'S OFFICE W/ N. MITCHELL, M. DICONZA, M. HINKER, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK), AND L. BAUER RE: HIGH LEVEL OVERVIEW OF PROPOSED RSA (2.4); PAGE FLIP OF PROPOSED RSA TO CREATE ISSUES LIST RE: SAME (2.6); FOLLOW-UP DISCUSSIONS RE: NEXT STEPS W/ N. MITCHELL, M. DICONZA, AND M. HINKER (.7); REVISE NOTES (.6).	6.3	432.75	2,726.33
08/27/18	I BLUMBERG	IN-PERSON CONFERENCE W/ KRAMER LEVIN (A. BYOWITZ, A. CATON, T. MAYER), N. MITCHELL, M. DICONZA, M. HINKER, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK), L. BAUER RE: AD HOC GROUP'S PROPOSED RSA.	1.3	432.75	562.58
08/28/18	T ROSSO	DRAFT AND REVISE OUTLINE RE: [REDACTED]	0.5	544.00	272.00
08/28/18	I BLUMBERG	REVIEW AND REVISE CLIENT-FACING ISSUES LIST RE: PROPOSED RSA.	2.6	432.75	1,125.15
08/28/18	I BLUMBERG	IN-PERSON CONFERENCE AT FOMB COUNSEL'S OFFICE W/ N. MITCHELL, M. DICONZA, M. HINKER, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK (PARTIAL)), AND L. BAUER RE: CONTINUE HIGH LEVEL OVERVIEW OF PROPOSED RSA (2.7); REVIEW DEMAND PROTECTION TERM SHEET W/ D. CLEARY (GREENBERG), G. RIPPPIE (R3), G. LAWRENCE (GREENBERG), AND E. TASHMAN (NORTON ROSE) (.7); REVIEW SECURITIZATION TERM SHEET (3.2); REVISE DAILY NOTES (1.1).	7.7	432.75	3,332.18
08/28/18	J SPINA	RESEARCH ON LIEN PERFECTION ISSUES (2.2); DRAFT MEMORANDUM RE: BONDHOLDERS LIEN PERFECTION ISSUES (5.9).	8.1	654.50	5,301.45
08/29/18	I BLUMBERG	CONFERENCE W/ N. MITCHELL, E. MCKEEN, M. DICONZA, D. SHAMAH, D. PEREZ, M. HINKER, AND J. SPINA RE: TITLE III AND RSA WORK STREAMS (1.7); DISCUSS [REDACTED] RESEARCH W/ M. HINKER (.5); DRAFT OUTLINE FOR [REDACTED] MEMORANDUM (1.3); PREPARE MEMORANDUM RE: [REDACTED] (3.1).	6.6	432.75	2,856.15

Due upon receipt. Please remit to:
 By Mail: O'Melveny & Myers LLP - P.O. Box 894436, Los Angeles, CA 90189-4436
 By Wire Transfer: Citibank, N.A., NY, ABA # 021000089, SWIFT: CITIUS33
 Beneficiary: O'Melveny & Myers LLP, Account No.: #4078-0224
 Please include client/matter/invoice number and/or attorney name.

Client: PUERTO RICO ELECTRIC POWER AUTHORITY (PREPA)
 Matter Name: TITLE III
 Matter: 0686898-00001

10/24/18
 Invoice: 1015697
 Page No. 4

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Bill Rate</u>	<u>Amount</u>
08/29/18	J SPINA	DRAFT AND REVISE MEMORANDUM ON BONDHOLDER LIEN PERFECTION.	6.3	654.50	4,123.35
08/29/18	J SPINA	CONFERENCE W/ N. MITCHELL, E. MCKEEN, M. DICONZA, D. SHAMAH, D. PEREZ, M. HINKER, AND I. BLUMBERG RE: TITLE III AND RSA WORK STREAMS.	1.7	654.50	1,112.65
08/30/18	I BLUMBERG	RESEARCH RE: WATERFALL PROVISIONS AND SUBORDINATION AGREEMENTS (2.1); DRAFT MEMORANDUM RE: SAME AND [REDACTED] ISSUES (2.6).	4.7	432.75	2,033.93
08/30/18	M GILL	CORRESPOND W/ LITIGATION TEAM RE: PREPA STRATEGY AND TITLE III FILING.	0.2	650.25	130.05
08/30/18	J SPINA	DRAFT PREPA LIEN ANALYSIS MEMORANDUM (2.8); RESEARCH RE: [REDACTED] (3.1).	5.9	654.50	3,861.55
08/31/18	T ROSSO	DRAFT AND REVISE OUTLINE RE: [REDACTED]	0.4	544.00	217.60
08/31/18	I BLUMBERG	DRAFT MEMORANDUM RE: [REDACTED] ISSUE.	3.4	432.75	1,471.35
08/31/18	M GILL	REVIEW FOMB PREPA FILING RE: OUTSTANDING LOAN AMOUNTS AND TITLE III CASE.	0.9	650.25	585.23
08/31/18	J SPINA	RESEARCH RE: [REDACTED]	3.3	654.50	2,159.85
Total	Associate		77.9		41,838.70
Partner					
08/12/18	M DICONZA	COMPILE DOCUMENT AND EMAIL TO AAFAF RE: PREPA DIP REPORTING/BUDGET.	0.3	892.50	267.75
08/13/18	N MITCHELL	EMAIL TO G. GIL (ANKURA), J. SAN MIGUEL (ANKURA) RE: PREPA/TITLE III MEETING.	0.1	1,147.50	114.75
08/13/18	N MITCHELL	TELEPHONE CONFERENCE W/ CITI AND ROTHSCHILD RE: PREPA TRANSFORMATION.	1.8	1,147.50	2,065.50
08/13/18	N MITCHELL	EMAIL TO J. ORTIZ AND J. SAN MIGUEL RE: PREPA REGULATORY ISSUES.	0.3	1,147.50	344.25
08/13/18	N MITCHELL	EMAIL TO E. BARAK (PROSKAUER) RE: PREC.	0.1	1,147.50	114.75

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08/13/18	N MITCHELL	EMAIL FROM J. RATNASWAMY RE: PREPA IRP - AOGP (.1); REVIEW EMAIL FROM J. RATNASWAMY RE: PREPA IRP TECH CONFERENCE AUGUST 14 (.1).	0.2	1,147.50	229.50
08/13/18	N MITCHELL	EMAIL TO D. CLEARY (GREENBERG), P. POSSINGER (PROSKAUER) RE: LABOR STRATEGY (.1); REVIEW EMAIL FROM D. CLEARY (GREENBERG) RE: [REDACTED] STRATEGY (.1).	0.2	1,147.50	229.50
08/14/18	N MITCHELL	TELEPHONE CONFERENCE W/ B. HARNEY RE: ADDITIONAL PREPA RSA INFORMATION.	0.5	1,147.50	573.75
08/14/18	N MITCHELL	EMAILS W/ P. POSSINGER (PROSKAUER), F. CHAPADOS, S. PRATT, AND E. BARAK (PROSKAUER) RE: PREPA.	0.2	1,147.50	229.50
08/14/18	N MITCHELL	COMPOSE EMAIL TO D. CLEARY (GREENBERG) RE: PREPA UPDATE.	0.1	1,147.50	114.75
08/14/18	N MITCHELL	ANALYZE PREPA NOVEMBER LETTER AND DISCUSSION W/ G. LORAN RE: RESPONSE.	0.3	1,147.50	344.25
08/14/18	N MITCHELL	REVISE PREPA RESOLUTION.	0.1	1,147.50	114.75
08/14/18	N MITCHELL	REVISE PREPA BUDGET LETTER.	0.2	1,147.50	229.50
08/14/18	N MITCHELL	DRAFT EMAIL TO I. SANCHEZ, A. RODRIGUEZ, M. HINKER, AND M. DICONZA RE: PREPA.	0.1	1,147.50	114.75
08/15/18	E MCKEEN	CONFERENCE W/ A. DIAZ RE: PREPA LITIGATION.	0.5	845.75	422.88
08/15/18	N MITCHELL	EMAIL TO T. FILSINGER RE: PREC ORDER FOR CONVERSIONS OF SAN JUAN 5+6 - AUGUST 16 DOCUMENTS DEADLINE; AUGUST 17 TECHNICAL CONFERENCE.	0.1	1,147.50	114.75
08/15/18	N MITCHELL	EMAIL TO AAFAF RE: REPORT ON PREC AUGUST 14, 2018, PREPA IRP TECHNICAL CONFERENCE.	0.1	1,147.50	114.75
08/15/18	N MITCHELL	TELEPHONE CONFERENCE W/ D. CLEARY (GREENBERG).	0.1	1,147.50	114.75
08/15/18	N MITCHELL	EMAIL TO FILSINGER ENERGY AND M. DICONZA RE: DIP BUDGET.	0.2	1,147.50	229.50
08/15/18	N MITCHELL	EMAIL F. CHAPADOS, S. PRATT, P. POSSINGER (PROSKAUER), E. BARAK (PROSKAUER) RE: PREPA ISSUES.	0.1	1,147.50	114.75
08/15/18	N MITCHELL	COMPOSE EMAIL TO KRAMER LEVIN RE: ESTIMATED FEES.	0.1	1,147.50	114.75
08/15/18	N MITCHELL	WEEKLY CALL W/ M. HINKER, M. DICONZA, AND D. CLEARY.	0.5	1,147.50	573.75

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08/15/18	N MITCHELL	MEETING RE: PLAN DECK W/ A. SAX-BOLDER, M. HINKER, M. DICONZA, S. UHLAND, V. D'AGATA, AND J. ZUJKOWSKI.	1.8	1,147.50	2,065.50
08/16/18	M DICONZA	REVIEW PREPA POA RESEARCH AND ANALYSIS (.7); TELEPHONE CONFERENCE W/ D. SHAMAH RE: SAME (.2).	0.9	892.50	803.25
08/16/18	D SHAMAH	REVIEW RESEARCH RE: CRAMDOWN TEST (.6); TELEPHONE CONFERENCE W/ M. DICONZA RE: PREPA PLAN AND CONFIRMATION ISSUES (.2).	0.8	845.75	676.60
08/16/18	M DICONZA	WEEKLY PREPA ADVISORS CALL.	0.4	892.50	357.00
08/16/18	M DICONZA	EMAILS W/ G. GERMEROFF AND M. HINDMAN RE: PREPA MEDIATION CALL.	0.1	892.50	89.25
08/17/18	M DICONZA	EMAIL TO PROSKAUER RE: PREPA LOAN AMENDMENT (.1); REVIEW CHANGES RE: SAME (.2).	0.3	892.50	267.75
08/20/18	N MITCHELL	TELEPHONE CONFERENCE W/ J. SAN MIGUEL, F. CHAPADOS, S. SEN, AND G. GIL RE: [REDACTED].	1.1	1,147.50	1,262.25
08/20/18	N MITCHELL	PREPARE FOR MANAGEMENT MEETING.	1.5	1,147.50	1,721.25
08/21/18	M DICONZA	TELEPHONE CONFERENCE AND EMAILS W/ D. SHAMAH RE: PREPA LITIGATION AND POA RESEARCH (.6); EMAILS W/ N. ROSE RE: SAME (.2).	0.8	892.50	714.00
08/21/18	M DICONZA	REVIEW RSA JOINDERS AND COMPOSE EMAIL TO A. BYOWITZ (KRAMER LEVIN) RE: PREPA RSA JOINDERS.	0.4	892.50	357.00
08/21/18	N MITCHELL	READ EMAIL FROM E. BARAK (PROSKAUER) RE: PUERTO RICO PUBLIC SERVICE COMMISSION.	0.1	1,147.50	114.75
08/21/18	N MITCHELL	READ EMAIL FROM E. BARAK (PROSKAUER) RE: KRAMER RSA.	0.1	1,147.50	114.75
08/21/18	N MITCHELL	READ EMAIL FROM E. BARAK (PROSKAUER) RE: [REDACTED].	0.1	1,147.50	114.75
08/21/18	N MITCHELL	EMAIL TO J. SAN MIGUEL (ANKURA), T. FILSINGER, AND G. GIL RE: SIEMENS FOLLOW-UP MEETING.	0.1	1,147.50	114.75
08/21/18	N MITCHELL	PREPARE DRAFT JOINT STATEMENTS TO PR SENATE RE: TRANSFORMATION.	3.1	1,147.50	3,557.25
08/21/18	N MITCHELL	PREPA LABOR CALL W/ J. SULDS, J. CARLOS, AND D. CLEARY.	1.1	1,147.50	1,262.25

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08/21/18	N MITCHELL	PREPARE FOR MEETING TOMORROW.	2.8	1,147.50	3,213.00
08/22/18	M DICONZA	EMAILS W/ AAFAP RE: PREPA - FIRST AMENDMENT TO DIP LOAN (.1); EMAILS W/ G. GERMEROFF AND N. MITCHELL RE: SAME (.2); REVIEW AND COMMENT ON SAME (.3); REVIEW [REDACTED] FOR ISSUES RE: SAME (.3).	0.9	892.50	803.25
08/22/18	M DICONZA	EMAILS W/ PROSKAUER RE: RSA (.2); EMAIL FROM KRAMER RE: SAME (.1); REVIEW SAME (.6); EMAILS W/ KRAMER RE: REVIEW OF RSA COMPARED TO GDB (.1); EMAILS W/ J. ZUJKOWSKI RE: COMPARE TO COFINA (.1).	1.1	892.50	981.75
08/22/18	N MITCHELL	ANALYZE AND EVALUATE THE RSA DRAFT AND EMAILS TO PROSKAUER RE: SAME.	2.8	1,147.50	3,213.00
08/22/18	N MITCHELL	PREPARE FOR AND PRESENT TO THE MANAGEMENT TEAM RE: TITLE 3.	1.5	1,147.50	1,721.25
08/22/18	N MITCHELL	DRAFT AND EDIT TESTIMONY FOR THE PR SENATE HEARING.	2.9	1,147.50	3,327.75
08/22/18	N MITCHELL	READ EMAIL FROM D. CLEARY (GREENBERG) RE: PREPA ENVIRONMENTAL.	0.2	1,147.50	229.50
08/22/18	N MITCHELL	EMAIL TO PMA RE: PREPA TESTIMONY FOR HEARING.	0.3	1,147.50	344.25
08/23/18	D JOHNSON JR.	CONFERENCE W/ M. HINKER RE: RSA AND TERM SHEET (.2); REVIEW, ANALYZE, AND COMMENT ON SAME (2.3); CORRESPOND W/ M. HINKER RE: SAME (.4).	2.9	1,062.50	3,081.25
08/24/18	E MCKEEN	TELEPHONE CONFERENCE W/ D. SHAMAH, NORTON ROSE, AND PMA TEAMS RE: PREPA ACT 4 AMENDMENTS AND SUBJECT MATTER JURISDICTION ISSUES.	1.0	845.75	845.75
08/24/18	M DICONZA	TELEPHONE CONFERENCE W/ PREPA AND ADVISORS RE: RSA (.5); TELEPHONE CONFERENCE W/ PROSKAUER RE: NEXT STEPS RE: SAME (.3).	0.8	892.50	714.00
08/24/18	N MITCHELL	PREPA ACT 4 AMENDMENTS AND SUBJECT MATTER JURISDICTION CALL.	1.0	1,147.50	1,147.50
08/24/18	M DICONZA	PREPA UPDATE CALL W/ PROSKAUER.	0.7	892.50	624.75
08/24/18	N MITCHELL	TELEPHONE CONFERENCE RE: RSA.	0.5	1,147.50	573.75

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08/27/18	M DICONZA	IN-PERSON CONFERENCE W/ KRAMER LEVIN (A. BYOWITZ, A. CATON, T. MAYER), N. MITCHELL, M. HINKER, I. BLUMBERG, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK), AND L. BAUER RE: AD HOC GROUP'S PROPOSED RSA.	1.3	892.50	1,160.25
08/27/18	M DICONZA	IN-PERSON CONFERENCE AT FOMB COUNSEL'S OFFICE W/ N. MITCHELL, M. HINKER, I. BLUMBERG, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK), L. BAUER RE: HIGH LEVEL OVERVIEW OF PROPOSED RSA (2.4); PAGE FLIP OF PROPOSED RSA TO CREATE ISSUES LIST RE: SAME (2.6); FOLLOW-UP DISCUSSIONS RE: NEXT STEPS W/ N. MITCHELL, I. BLUMBERG, AND M. HINKER (.7).	5.7	892.50	5,087.25
08/27/18	N MITCHELL	IN-PERSON CONFERENCE AT FOMB COUNSEL'S OFFICE W/ M. DICONZA, M. HINKER, I. BLUMBERG, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK), L. BAUER RE: HIGH LEVEL OVERVIEW OF PROPOSED RSA (2.4); PAGE FLIP OF PROPOSED RSA TO CREATE ISSUES LIST RE: SAME (2.6).	5.7	1,147.50	6,540.75
08/27/18	N MITCHELL	IN-PERSON CONFERENCE W/ KRAMER LEVIN (A. BYOWITZ, A. CATON, T. MAYER), M. DICONZA, M. HINKER, I. BLUMBERG, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK), AND L. BAUER RE: AD HOC GROUP'S PROPOSED RSA.	1.3	1,147.50	1,491.75
08/28/18	M DICONZA	IN-PERSON CONFERENCE AT FOMB COUNSEL'S OFFICE W/ N. MITCHELL, M. HINKER, I. BLUMBERG, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK (PARTIAL)), AND L. BAUER RE: CONTINUE HIGH LEVEL OVERVIEW OF PROPOSED RSA (2.7); REVIEW DEMAND PROTECTION TERM SHEET W/ D. CLEARY (GREENBERG), G. RIPPKE (R3), G. LAWRENCE (GREENBERG), E. TASHMAN (NORTON ROSE) (.7); REVIEW SECURITIZATION TERM SHEET (3.2).	6.6	892.50	5,890.50
08/28/18	N MITCHELL	READ EMAIL FROM L. BAUER RE: PREPA CHOICE OF LAW.	0.1	1,147.50	114.75

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08/28/18	N MITCHELL	TELEPHONE CONFERENCE W/ J. DAVIS (GREENBERG) RE: PBJL COMPLAINT.	0.4	1,147.50	459.00
08/28/18	N MITCHELL	IN-PERSON CONFERENCE AT FOMB COUNSEL'S OFFICE M. DICONZA, M. HINKER, I. BLUMBERG, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK (PARTIAL)), AND L. BAUER RE: CONTINUE HIGH LEVEL OVERVIEW OF PROPOSED RSA (2.7); REVIEW DEMAND PROTECTION TERM SHEET W/ D. CLEARY (GREENBERG), G. RIPPKE (R3), G. LAWRENCE (GREENBERG), AND E. TASHMAN (NORTON ROSE) (.7); REVIEW SECURITIZATION TERM SHEET (3.2).	6.6	1,147.50	7,573.50
08/29/18	M DICONZA	EMAIL TO KRAMER LEVIN AND PROSKAUER RE: PREPA - PRELIMINARY RSA EXTENSION PUBLIC FILING (.2); DRAFT SAME (.2).	0.4	892.50	357.00
08/29/18	M DICONZA	CONFERENCE W/ M. HINKER AND D. CLEARY RE: COORDINATING TASKS AND STATUS.	0.2	892.50	178.50
08/29/18	M DICONZA	CONFERENCE W/ N. MITCHELL, E. MCKEEN, D. SHAMAH, D. PEREZ, M. HINKER, J. SPINA, AND I. BLUMBERG RE: TITLE III AND RSA WORKSTREAMS.	1.7	892.50	1,517.25
08/29/18	D SHAMAH	FOLLOW-UP CALL W/ E. MCKEEN RE: LITIGATION WORKSTREAMS.	0.4	845.75	338.30
08/29/18	N MITCHELL	READ EMAIL FROM E. BARAK (PROSKAUER) RE: TASK LIST.	0.1	1,147.50	114.75
08/29/18	N MITCHELL	WORK THROUGH ISSUES LIST AND DISTRIBUTE TO AAFAF AND PREPA.	1.1	1,147.50	1,262.25
08/29/18	N MITCHELL	CONFERENCE W/ E. MCKEEN, M. DICONZA, D. SHAMAH, D. PEREZ, M. HINKER, J. SPINA, AND I. BLUMBERG RE: TITLE III AND RSA WORKSTREAMS.	1.7	1,147.50	1,950.75
08/29/18	N MITCHELL	REVIEW EMAIL FROM KYLEC AT FILSINGER ENERGY RE: WEEKLY COMMONWEALTH LOAN REPORTING PACKAGE.	0.1	1,147.50	114.75
08/29/18	N MITCHELL	DRAFT EMAIL AND MEMORANDUM TO J. ORTIZ, N. MORALES, A. RODRIGUEZ, C. FINK, AND J. JOSEPH RE: PREPA RSA ISSUES LIST.	0.9	1,147.50	1,032.75
08/29/18	N MITCHELL	PREPA MEETING TO DISCUSS SMJ ON VALIDATION PROCEEDINGS/CHALLENGES TO ACT 4.	0.5	1,147.50	573.75

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08/29/18	N MITCHELL	COMPOSE EMAIL TO J. ORTIZ RE: PREPA RSA ISSUES LIST.	0.1	1,147.50	114.75
08/29/18	D SHAMAH	CONFERENCE W/ N. MITCHELL, E. MCKEEN, M. DICONZA, D. PEREZ, M. HINKER, J. SPINA, AND I. BLUMBERG RE: TITLE III AND RSA WORK STREAMS.	1.7	845.75	1,437.78
08/29/18	D SHAMAH	ANALYZE LIEN SECURITY ISSUE.	0.7	845.75	592.03
08/29/18	N MITCHELL	TELEPHONE CONFERENCE W/ D. CLEARY (GREENBERG) RE: PENSION QUESTIONS.	0.2	1,147.50	229.50
08/29/18	N MITCHELL	REVIEW EMAIL FROM KRAMER TEAM RE: PRELIMINARY RSA EXTENSION.	0.1	1,147.50	114.75
08/29/18	N MITCHELL	DRAFT EMAIL TO P. POSSINGER AND PROSKAUER TEAM RE: ISSUES LIST.	0.1	1,147.50	114.75
08/30/18	M DICONZA	REVIEW AND PREPARE WEEKLY PREPA DIP REPORTING.	0.2	892.50	178.50
08/30/18	M DICONZA	UPDATE PREPA WEEKLY TASK REPORT FOR CLIENT.	0.3	892.50	267.75
08/30/18	N MITCHELL	REVIEW EMAIL FROM M. HINDMAN RE: PREPA UPDATE.	0.1	1,147.50	114.75
08/30/18	N MITCHELL	DRAFT EMAIL TO J. ORTIZ, T. FILSINGER, A. RODRIGUEZ, AND E. MCKEEN RE: UTIER 2004 DEMAND.	0.1	1,147.50	114.75
08/30/18	N MITCHELL	REVISE TIMELINE AND SEND TO PROSKAUER.	1.8	1,147.50	2,065.50
08/30/18	N MITCHELL	COMPOSE EMAIL TO E. BARAK (PROSKAUER), D. CLEARY (GREENBERG), P. POSSINGER (PROSKAUER) RE: OUTSTANDING PREPA ISSUES.	0.2	1,147.50	229.50
08/30/18	N MITCHELL	UTIER RULE 2004 / PREPA CALL W/ E. MCKEEN, M. YASSIN, AND I. GARAU.	0.5	1,147.50	573.75
08/31/18	M DICONZA	EMAIL W/ N. MITCHELL RE: PREPA REPORTING ISSUES (.1); EMAIL W/ ROTHSCHILD RE: SAME (.1); EMAILS W/ J. RATNASWAMY RE: SAME (.2).	0.4	892.50	357.00
08/31/18	M DICONZA	EMAIL N. MITCHELL RE: PREPA LOAN QUESTION (.2); RESEARCH SAME (.3); TELEPHONE CONFERENCE W/ G. GERMEROFF RE: SAME (.4).	0.9	892.50	803.25
Total	Partner		80.5		84,366.34
Counsel					
08/12/18	M HINKER	REVIEW DRAFT COMMONWEALTH TIMELINE RE: PREPA TIMELINE.	0.6	807.50	484.50
08/13/18	M HINKER	PREPARE SUMMARY OVERVIEW OF PREPA AND NEAR-TERM TIMELINE.	3.2	807.50	2,584.00

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08/15/18	M HINKER	EMAIL N. MITCHELL, M. DICONZA, AND D. CLEARY RE: STATUS OF PREPA ISSUES.	0.5	807.50	403.75
08/20/18	M HINKER	PREPARE PRESENTATION FOR BOARD MEETING.	1.7	807.50	1,372.75
08/21/18	M HINKER	PREPARE FOR MEETING W/ PREPA MANAGEMENT W/ N. MITCHELL (2.8); REVISE PRESENTATION W/ COMMENTS (.6).	3.4	807.50	2,745.50
08/22/18	M LOTITO	REVIEW CASE LAW ON [REDACTED] (1.6); COMPARE [REDACTED] (1.2).	2.8	743.75	2,082.50
08/22/18	M KREMER	REVIEW AND REVISE PREPA RSA.	0.7	722.50	505.75
08/22/18	M HINKER	PRESENTATION TO PREPA MANAGEMENT W/ N. MITCHELL, ANKURA, AND FILSINGER.	1.3	807.50	1,049.75
08/22/18	M HINKER	ANALYZE AND EVALUATE THE DRAFT RSA.	3.1	807.50	2,503.25
08/22/18	M HINKER	DRAFT AND REVISE MEMORANDUM TO ROTHSCHILD RE: TRANSFORMATION.	1.1	807.50	888.25
08/22/18	M HINKER	MEETING W/ FEP RE: PPOA ISSUES.	1.4	807.50	1,130.50
08/23/18	M HINKER	REVIEW DRAFT RSA AND PREPARE ISSUES LIST.	1.2	807.50	969.00
08/23/18	M HINKER	DISCUSSIONS W/ FILSINGER, PREPA, AND GREENBERG RE: [REDACTED]	0.8	807.50	646.00
08/23/18	M HINKER	DISCUSSIONS W/ D. JOHNSON RE: TERM SHEET.	0.2	807.50	161.50
08/23/18	M HINKER	REVISE MEMORANDUM RE: TRANSFORMATION ISSUES.	0.2	807.50	161.50
08/24/18	M HINKER	PARTICIPATE IN DISCUSSIONS TO PREPARE FOR CALL W/ CREDITORS.	0.4	807.50	323.00
08/24/18	M HINKER	DRAFT ISSUES LIST RE: DRAFT RSA AND TERM SHEET.	3.3	807.50	2,664.75
08/24/18	M HINKER	REVIEW DRAFT RSA, TERM SHEET, AND RELATED DOCUMENTS.	1.4	807.50	1,130.50
08/24/18	M HINKER	REVIEW DATAROOM AND CIRCULATE DOCUMENTS TO OMM AND OVERSIGHT BOARD.	0.3	807.50	242.25
08/24/18	M HINKER	TELEPHONE CONFERENCE W/ AAFAF, PREPA, OMM, ROTHSCHILD, AND BAML RE: RSA.	0.5	807.50	403.75

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Bill Rate</u>	<u>Amount</u>
08/24/18	M HINKER	RESEARCH RE: TITLE VI/TITLE III ISSUES RELATED TO PROPOSED RSA.	1.8	807.50	1,453.50
08/25/18	M HINKER	DRAFT AND REVISE ISSUES LIST RE: DEFINITIVE RSA AND RELATED DOCUMENTS.	2.2	807.50	1,776.50
08/26/18	M HINKER	REVIEW REVISED ISSUES LIST AND COMMENTS TO ISSUES LIST.	0.3	807.50	242.25
08/27/18	M HINKER	PREPARE FOR MEETING WITH OVERSIGHT BOARD.	0.8	807.50	646.00
08/27/18	M HINKER	IN-PERSON CONFERENCE W/ KRAMER LEVIN (A. BYOWITZ, A. CATON, T. MAYER), N. MITCHELL, M. DICONZA, I. BLUMBERG, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK), AND L. BAUER RE: AD HOC GROUP'S PROPOSED RSA.	1.3	807.50	1,049.75
08/27/18	M HINKER	IN-PERSON CONFERENCE AT FOMB COUNSEL'S OFFICE W/ N. MITCHELL, M. DICONZA, I. BLUMBERG, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK), AND L. BAUER RE: HIGH LEVEL OVERVIEW OF PROPOSED RSA (2.4); PAGE FLIP OF PROPOSED RSA TO CREATE ISSUES LIST RE: SAME (2.6); FOLLOW-UP DISCUSSIONS RE: NEXT STEPS W/ N. MITCHELL, M. DICONZA, AND I. BLUMBERG (.7).	5.7	807.50	4,602.75
08/28/18	M HINKER	REVISE AND FINALIZE ISSUES LIST FOR DISTRIBUTION TO WORKING GROUP.	0.7	807.50	565.25
08/28/18	M HINKER	IN-PERSON CONFERENCE AT FOMB COUNSEL'S OFFICE W/ N. MITCHELL, M. DICONZA, I. BLUMBERG, PROSKAUER TEAM (E. BARAK, P. POSSINGER (VIA TELEPHONE), D. DESATNIK (PARTIAL)), AND L. BAUER RE: CONTINUE HIGH LEVEL OVERVIEW OF PROPOSED RSA (2.7); REVIEW DEMAND PROTECTION TERM SHEET W/ D. CLEARY (GREENBERG), G. RIPPKE (R3), G. LAWRENCE (GREENBERG), AND E. TASHMAN (NORTON ROSE) (.7); REVIEW SECURITIZATION TERM SHEET (3.2).	6.6	807.50	5,329.50
08/28/18	M HINKER	REVIEW SECURITIZATION AND DEMAND PROTECTION TERM SHEETS IN PREPARATION FOR MEETING AND PREPARE INITIAL ISSUES LIST.	1.6	807.50	1,292.00

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Bill Rate</u>	<u>Amount</u>
08/29/18	D PEREZ	CONFERENCE W/ N. MITCHELL, E. MCKEEN, M. DICONZA, D. SHAMAH, M. HINKER, J. SPINA, AND I. BLUMBERG RE: TITLE III AND RSA WORK STREAMS (1.7); REVIEW PREPA RSA ISSUES LIST (.3).	2.0	765.00	1,530.00
08/29/18	M HINKER	CONFERENCE W/ N. MITCHELL, E. MCKEEN, M. DICONZA, D. SHAMAH, D. PEREZ, J. SPINA, AND I. BLUMBERG RE: TITLE III AND RSA WORKSTREAMS.	1.7	807.50	1,372.75
08/29/18	M HINKER	CONFERENCE W/ M. DICONZA AND D. CLEARY RE: TASKS AND STATUS.	0.2	807.50	161.50
08/29/18	M HINKER	REVISE ISSUES LIST TO INCORPORATE COMMENTS FROM NORTON ROSE AND PROSKAUER.	0.8	807.50	646.00
08/29/18	M HINKER	RESEARCH RE: [REDACTED]	2.1	807.50	1,695.75
08/30/18	D PEREZ	REVIEW PREPA FIRST DAY DECLARATION (.5); REVIEW OUTSTANDING RESEARCH RE: SAME (.3); UPDATE WORKSTREAM CHART RE: SAME (.4); REVIEW WEEKLY TASK REPORT (.2); REVIEW PREPA CONFIRMATION TIMELINE (.3).	1.7	765.00	1,300.50
08/30/18	M HINKER	REVIEW MAT AND RESEARCH RE: [REDACTED]	1.4	807.50	1,130.50
08/31/18	M HINKER	RESEARCH RE: [REDACTED]	1.2	807.50	969.00
Total	Counsel		60.2		48,216.25
Total			218.6		\$174,421.29

Disbursements

Copying	\$197.70
Delivery Services / Messengers	18.20
Expense Report Other (Incl. Out of Town Travel)	2,706.94
Local Travel	950.34

Total Disbursements **\$3,873.18**

Total Current Invoice **\$178,294.47**

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<u>Date</u>	<u>Cost Type</u>	<u>Description</u>	<u>Qty</u>	<u>Amount</u>
08/27/18	E101	Lasertrak Printing - Blumberg, Irene Pages: 60	60.00	\$6.00
08/29/18	E101	Lasertrak Printing - Blumberg, Irene Pages: 10	10.00	1.00
08/29/18	E101	Lasertrak Printing - Blumberg, Irene Pages: 100	100.00	10.00
08/29/18	E101	Lasertrak Printing - Blumberg, Irene Pages: 428	428.00	42.80
08/29/18	E101	Lasertrak Printing - Blumberg, Irene Pages: 310	310.00	31.00
08/29/18	E101	Lasertrak Printing - Blumberg, Irene Pages: 99	99.00	9.90
08/29/18	E101	Lasertrak Printing - Blumberg, Irene Pages: 200	200.00	20.00
08/29/18	E101	Lasertrak Printing - Blumberg, Irene Pages: 310	310.00	31.00
08/30/18	E101	Lasertrak Color Printing - Blumberg, Irene Pages: 345	345.00	34.50
08/30/18	E101	Lasertrak Color Printing - Blumberg, Irene Pages: 115	115.00	11.50
Total for E101 - Lasertrak Printing				\$197.70
08/24/18	E107	Delivery Services / Messengers - Tracking # 782463904921 FDX 629329381 DiConza, Maria J	1.00	\$18.20
Total for E107 - Delivery Services / Messengers				\$18.20
08/13/18	E109	NANCY MITCHELL - Local Travel - NANCY MITCHELL - CAR SERVICE, CLIENT MEETING/HOME. LATE NIGHT TAXI - CLIENT MEETING TO HOME	1.00	\$34.27
08/14/18	E109	NANCY MITCHELL - Local Travel - NANCY MITCHELL - CAR SERVICE, CLIENT MEETING/HOME. LATE NIGHT TAXI - CLIENT MEETING TO HOME	1.00	34.06
08/15/18	E109	NANCY MITCHELL - Local Travel - NANCY MITCHELL - CAR SERVICE, CLIENT MEETING/HOME. LATE NIGHT TAXI - CLIENT MEETING TO HOME	1.00	36.51
08/20/18	E109	NANCY MITCHELL - Local Travel - NANCY MITCHELL - CAR SERVICE, SAN JUAN AIRPORT/HOTEL. AIRPORT TO HOTEL WHILE IN SAN JUAN, PR FOR CLIENT MEETINGS	1.00	153.75
08/20/18	E109	NANCY MITCHELL - Local Travel Local Travel - NANCY MITCHELL - CAR SERVICE, HOME/JFK AIRPORT. HOME TO AIRPORT FOR TRIP TO SAN JUAN, PR FOR CLIENT MEETINGS	1.00	216.69
08/22/18	E109	NANCY MITCHELL - Local Travel - NANCY MITCHELL - CAR SERVICE, JFK AIRPORT/HOME. JFK AIRPORT TO HOME AFTER TRIP TO SAN JUAN, PR FOR CLIENT MEETINGS	1.00	216.69
08/22/18	E109	NANCY MITCHELL - Local Travel - NANCY MITCHELL - CAR SERVICE, HOTEL/SAN JUAN AIRPORT. HOTEL TO SAN JUAN AIRPORT WHILE IN SAN JUAN, PR FOR CLIENT MEETINGS	1.00	153.75
08/27/18	E109	NANCY MITCHELL - Local Travel Local Travel - NANCY MITCHELL - CAR SERVICE, CLIENT MEETING/HOME. LATE NIGHT TAXI - CLIENT MEETING TO HOME	1.00	33.30

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08/28/18	E109	NANCY MITCHELL - Local Travel - NANCY MITCHELL - CAR SERVICE, CLIENT MEETING/HOME. LATE NIGHT TAXI - CLIENT MEETING TO HOME	1.00	33.26
08/29/18	E109	NANCY MITCHELL - Local Travel - NANCY MITCHELL - CAR SERVICE, CLIENT MEETING/HOME. LATE NIGHT TAXI - CLIENT MEETING TO HOME	1.00	38.06
Total for E109 - Local Travel				\$950.34
08/20/18	E110	NANCY MITCHELL - Out-of-Town Travel Meals - NANCY MITCHELL; DINNER-HOTEL. WORKING DINNER AT HOTEL WHILE IN SAN JUAN, PR FOR CLIENT MEETINGS	1.00	\$97.40
08/20/18	E110	MATTHEW HINKER - Out-of-Town Travel Hotel Out-of-Town Travel Hotel - MATTHEW HINKER, 08/20/2018-08/22/2018 LODGING. HOTEL WHILE IN SAN JUAN, PR FOR CLIENT MEETINGS	1.00	717.78
08/20/18	E110	NANCY MITCHELL - Out-of-Town Travel Hotel Out-of-Town Travel Hotel - NANCY MITCHELL, 08/20/2018-08/22/2018 LODGING. HOTEL WHILE IN SAN JUAN, PR FOR CLIENT MEETINGS	1.00	717.78
08/20/18	E110	MATTHEW HINKER - Out-of-Town Telephone Out-of-Town Telephone - MATTHEW HINKER; PHONE CHARGES. IN FLIGHT INTERNET FEE - GOGOAIR.COM - FOR TRAVEL TO SAN JUAN, PR FOR CLIENT MEETINGS	1.00	9.95
08/20/18	E110	NANCY MITCHELL - Out-of-Town Travel Meals Out-of-Town Travel Meals - NANCY MITCHELL; DINNER-HOTEL. DINNER AT HOTEL WHILE IN SAN JUAN, PR FOR CLIENT MEETINGS	1.00	31.76
08/21/18	E110	NANCY MITCHELL - Out-of-Town Travel - NANCY MITCHELL - CAR SERVICE, CLIENT MEETING/CLIENT MEETING. CAR SERVICE - CLIENT MEETING TO CLIENT MEETING WHILE IN SAN JUAN, PR FOR CLIENT MEETINGS	1.00	6.76
08/21/18	E110	MATTHEW HINKER - Out-of-Town Travel Meals Out-of-Town Travel Meals - MATTHEW HINKER; LUNCH-HOTEL. LUNCH AT HOTEL (OLA) WHILE IN SAN JUAN, PR FOR CLIENT MEETINGS	1.00	67.87
08/22/18	E110	MATTHEW HINKER - Out-of-Town Travel Meals Out-of-Town Travel Meals - MATTHEW HINKER, LUNCH, GUESTS: MATTHEW HINKER, NANCY MITCHELL LUNCH WHILE IN SAN JUAN, PR FOR CLIENT MEETINGS - RESTAURANT: VAGON SANTURCE	1.00	18.89
08/22/18	E110	MATTHEW HINKER - Out-of-Town Telephone - MATTHEW HINKER; PHONE CHARGES. IN FLIGHT INTERNET FEE - GOGOAIR.COM - FOR TRAVEL FROM SAN JUAN, PR FOR CLIENT MEETINGS	1.00	9.95
08/26/18	E110	OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM - AIRFARE); TRAVELER: M HINKER; ROUTE: NEW YORK - SAN JUAN - NEW YORK;; TRAVEL DATES: 08/27/2018 - 08/30/2018; AGENCY/INV: LTS - 116579; NRF COACH APPLIED-1764.80 REF;	1.00	666.80
08/26/18	E110	OUT-OF-TOWN TRAVEL (DIRECT BILL FIRM - AIRFARE); TRAVELER: M HINKER; ROUTE: NEW YORK - SAN JUAN	1.00	362.00

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- NEW YORK;; TRAVEL DATES: 08/28/2018 - 08/30/2018;
AGENCY/INV: LTS - 116637; NRF COACH APPLIED-
1764.80 REF;

Total for E110 - Out-of-Town Travel Meals

\$2,706.94

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Timekeeper Summary

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Attorneys			
ELIZABETH L. MCKEEN	845.75	1.5	1,268.63
MARIA J. DICONZA	892.50	24.4	21,777.00
NANCY MITCHELL	1,147.50	48.1	55,194.75
DANIEL S. SHAMAH	845.75	3.6	3,044.71
DAVID J. JOHNSON JR.	1,062.50	2.9	3,081.25
DIANA M. PEREZ	765.00	3.7	2,830.50
MATTHEW HINKER	807.50	53.0	42,797.50
MICHAEL F. LOTITO	743.75	2.8	2,082.50
MATTHEW P. KREMER	722.50	0.7	505.75
TOM ROSSO	544.00	13.3	7,235.20
IRENE BLUMBERG	432.75	34.6	14,973.17
JOSEPH A. SPINA	654.50	28.9	18,915.05
MATTHEW GILL	650.25	1.1	715.28
Total for Attorneys		218.6	174,421.29
Total		218.6	174,421.29

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TITLE III

For Professional Services Rendered Through September 30, 2018

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
001 ASSET ANALYSIS AND RECOVERY			
09/03/18	J SPINA	RESEARCH RE: [REDACTED] ISSUES.	3.7
09/04/18	J SPINA	DRAFT AND REVISE MEMORANDUM ON [REDACTED] [REDACTED] (5.7); RESEARCH RE: SAME (.9).	6.6
09/04/18	J SPINA	EMAIL M. LOTITO RE: [REDACTED] REVIEW.	0.5
09/05/18	J SPINA	DRAFT AND REVISE MEMORANDUM RE: [REDACTED] [REDACTED] (5.5); RESEARCH RE: SAME (.5).	6.0
09/06/18	J SPINA	DRAFT AND REVISE MEMORANDUM RE: [REDACTED] CHALLENGE (4.0); RESEARCH CASE LAW RE: SAME (2.3).	6.3
09/06/18	J SPINA	EMAIL M. LOTITO RE: [REDACTED] ANALYSIS MEMORANDUM.	0.4
09/07/18	J SPINA	DRAFT MEMORANDUM ON [REDACTED].	3.7
09/19/18	N MITCHELL	REVIEW MEMORANDUM RE: [REDACTED] ANALYSIS.	0.3
Total	001 ASSET ANALYSIS AND RECOVERY		27.5
003 ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS			
09/17/18	D SHAMAH	TELEPHONE CONFERENCES W/ PR COUNSEL; EMAILS W/ J. SPINA RE: [REDACTED].	0.6
09/18/18	D SHAMAH	REVIEW AND REVISE MEMORANDUM TO PR COUNSEL RE: [REDACTED].	1.5
Total	003 ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS		2.1
004 BUSINESS OPERATIONS			
09/05/18	N MITCHELL	REVIEW ISSUES RE: TRANSFORMATION PROCESS AND INTEGRATION W/ T3.	1.5
09/06/18	M DICONZA	PREPA WEEKLY DIP REPORTING.	0.1
09/09/18	M DICONZA	FINALIZE WEEKLY REPORTING PACKAGE W/ BUDGET INSERT AND EMAIL TO AAFAF.	0.3
09/18/18	N MITCHELL	TELEPHONE CONFERENCE W/ GREENBERG TRAUIG RE: BUSINESS ISSUES.	0.2
09/18/18	N MITCHELL	COMPOSE EMAIL TO P. POSSINGER (PROSKAUER), E. BARAK (PROSKAUER) RE: THURSDAY MEETING.	0.1
09/18/18	N MITCHELL	TELEPHONE CALL TO F. BATLLE (ANKURA).	0.3
09/18/18	M HINKER	REVIEW AND REVISE FINANCIAL STATEMENTS.	1.8
09/18/18	M DICONZA	REVIEW AND COMMENT ON PREPA FINANCIAL STATEMENT NOTES (.3); EMAILS W/ N. HAYNES (GREENBERG), D. CLEARY (GREENBERG), N. MITCHELL, AND M. HINKER RE: SAME (.1); TELEPHONE CONFERENCE W/ M. HINKER RE: SAME (.1); TELEPHONE CONFERENCE W/ N. HAYNES (GREENBERG) RE: SAME (.2).	0.7

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/18/18	N MITCHELL	REVIEW EMAIL FROM J. RATNASWAMY RE: [REDACTED] [REDACTED]	0.1
09/18/18	N MITCHELL	REVIEW EMAIL FROM G. RIPPPIE RE: [REDACTED] FOLLOW UP.	0.1
09/18/18	N MITCHELL	COMPOSE EMAIL TO J. DAVIS (GREENBERG), N. MORALES, T. FILSINGER (FILSINGER ENERGY PARTNERS), J. SAN MIGUEL (ANKURA), AND A. RODRIGUEZ (PREPA) RE: NEW WHITEFISH PROPOSAL.	0.4
09/18/18	M HINKER	DISCUSSIONS W/ FEP (A. HORN AND N. POLLAK) AND GT (A. CATTO) (PARTIAL) RE: PRIVATIZATION ISSUES AND PPOA ISSUES.	1.2
09/19/18	M DICONZA	EMAILS W/ PREPA ADVISORS RE: RESPONSES TO KRAMER QUESTIONS AND CALL, MEETING.	0.6
09/19/18	N MITCHELL	TELEPHONE CALL RE: PREPA PRIVATIZATION.	0.1
09/20/18	N MITCHELL	EMAIL TO FILSINGER RE: PRIVATIZATION.	0.4
09/20/18	M DICONZA	PRE-MEETING W/ PROSKAUER RE: UPDATE CALL (.4); EMAILS W/ ADVISOR TEAMS RE: PREPARATION FOR SAME AND REVIEW RESPONSES RE: SAME (.5); MEETING W/ AD HOC GROUP, AAFAF, FOMB, AND P3 RE: UPDATE ON PROCESS (1.8).	2.7
09/21/18	M DICONZA	PREPARE WEEKLY DIP EMMA FILING AND EMAIL.	0.2
09/25/18	M DICONZA	EMAILS W/ G. GERMEROFF RE: SIDE LETTER REPORTING CALL (.1); PARTICIPATE IN CALL W/ FOMB RE: SAME (.5).	0.6
09/27/18	N MITCHELL	READ EMAIL FROM ANKURA RE: ENERGY REFORM REGULATORY TIMELINE.	0.1
09/28/18	N MITCHELL	REVIEW EMAIL FROM G. RIPPPIE RE: RESOLUTION OF ORDER.	0.1
09/28/18	N MITCHELL	REVIEW EMAIL FROM J. GAVIN RE: [REDACTED]; REVIEW EMAIL FROM E. BARAK (PROSKAUER) RE: [REDACTED].	0.1
09/28/18	N MITCHELL	REVIEW EMAIL FROM A. CATON AT KRAMER LEVIN RE: PREPA - [REDACTED] - JULY 23- 31.	0.1
09/28/18	N MITCHELL	COMPOSE EMAIL TO AAFAF RE: P3A - PREPA TRANSFORMATION.	0.1
Total	004 BUSINESS OPERATIONS		11.9
005 CASE ADMINISTRATION			
09/04/18	M DICONZA	EMAIL TO N. HAYNES (GREENBERG), D. CLEARY (GREENBERG), N. MITCHELL, AND M. HINKER RE: PREPA WEEKLY TASK REPORT (.1); REVIEW AND REVISE SAME (.1).	0.2
09/04/18	I BLUMBERG	COMPILE SUMMARY DOCUMENTS FOR A. PAVEL RE: PREPA FISCAL PLAN.	0.3
09/05/18	M DICONZA	EMAIL TO A. RODRIGUEZ RE: OMM WEEKLY TASK LIST.	0.1
09/06/18	J ZUJKOWSKI	REVIEW RSA FOR CONSISTENCY W/ COFINA.	3.2
09/07/18	M DICONZA	PREPA UPDATE CALL W/ PROSKAUER, D. CLEARY.	0.4

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/17/18	M DICONZA	CONFERENCE W/ M. HINKER AND J. SPINA RE: RESTRUCTURING STRATEGY.	0.2
09/17/18	M HINKER	CONFERENCE W/ M. DICONZA AND J. SPINA RE: RESTRUCTURING STRATEGY.	0.2
09/17/18	J SPINA	CONFERENCE W/ M. DICONZA AND M. HINKER RE: RESTRUCTURING STRATEGY.	0.2
09/18/18	M DICONZA	UPDATE WEEKLY TASK LIST AND EMAIL TO A. RODRIGUEZ (PREPA), N. MITCHELL, M. HINKER, AND D. PEREZ RE: OMM WEEKLY TASK LIST.	0.1
09/24/18	J SPINA	CONFERENCE W/ S. UHLAND, N. MITCHELL, M. DICONZA, S. PAK, E. MCKEEN, M. HINKER, J. ZUJKOWSKI, D. PEREZ, A. SORKIN, M. KREMER, B. NEVE, A. SAX-BOLDER, AND I. BLUMBERG RE: RESTRUCTURING STRATEGY DECK.	0.1
09/24/18	M HINKER	CONFERENCE W/ S. UHLAND, N. MITCHELL, M. DICONZA, S. PAK, E. MCKEEN, J. ZUJKOWSKI, D. PEREZ, M. LOTITO, M. KREMER, J. SPINA, B. NEVE, A. SAX-BOLDER, AND I. BLUMBERG RE: RESTRUCTURING STRATEGY DECK.	0.1
09/24/18	M DICONZA	CONFERENCE W/ S. UHLAND, N. MITCHELL, S. PAK, E. MCKEEN, M. HINKER, J. ZUJKOWSKI, D. PEREZ, M. LOTITO, M. KREMER, J. SPINA, B. NEVE, A. SAX-BOLDER, AND I. BLUMBERG RE: RESTRUCTURING STRATEGY DECK.	0.1
09/28/18	M DICONZA	PREPA UPDATE CALL W/ PROSKAUER.	0.1
Total	005 CASE ADMINISTRATION		5.3
006 CLAIMS ADMINISTRATION AND OBJECTIONS			
09/03/18	D SHAMAH	REVIEW DRAFT MEMORANDUM RE: [REDACTED] AND EMAILS W/ J. SPINA RE: SAME.	0.6
09/09/18	D SHAMAH	FINALIZE MEMORANDUM RE: [REDACTED] AND EMAILS W/ M. DICONZA RE: SAME.	1.3
Total	006 CLAIMS ADMINISTRATION AND OBJECTIONS		1.9
007 CORPORATE GOVERNANCE AND BOARD MATTERS			
09/04/18	M GILL	REVIEW SEPTEMBER 2017 PREPA FINANCIAL PLAN RE: DEBT RESTRUCTURING, POWER DELIVERY.	2.0
09/04/18	M GILL	REVIEW TITLE III FMBO FILING INCLUDING EXPLANATION OF DEBTS HELD BY PUERTO RICO.	0.7
09/05/18	M GILL	REVIEW PUERTO RICO ENERGY PROPOSED FISCAL PLAN.	0.4
09/07/18	M GILL	REVIEW PUERTO RICO BANKRUPTCY REORGANIZATION UPDATES RE: FISCAL PLAN REVIEW.	0.4
09/10/18	M GILL	REVIEW PUBLICLY AVAILABLE SOURCES RE: [REDACTED].	0.4
09/13/18	N MITCHELL	PREPARE FOR AND PARTICIPATE IN MEETING W/ C. SOBRINO, F. BATLLE, R. COOPER, L. BAUER, AND THE CGSH TEAM RE: TRANSFORMATION PROCESS.	2.5
09/20/18	N MITCHELL	WORK THROUGH ISSUES RE: [REDACTED] AND PLAN OF ADJUSTMENT.	3.3
09/25/18	N MITCHELL	DRAFT EMAIL TO PREPA RE: TIMELINE.	0.2

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Client: PUERTO RICO ELECTRIC POWER AUTHORITY (PREPA)
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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/26/18	N MITCHELL	P3A - PREPA TRANSFORMATION MEETING W/ CGSH TEAM, CITI TEAM AND CHRISTIAN.	2.5
09/27/18	M HINKER	ADDRESS [REDACTED] ISSUES.	1.4
09/28/18	N MITCHELL	COMPOSE EMAIL TO ACANELAS FERNANDEZ, F. FONTANES (P3.PR.GOV) RE: T&D RFQ - TITLE III DESCRIPTION.	0.1
Total	007 CORPORATE GOVERNANCE AND BOARD MATTERS		13.9
008 EMPLOYEE BENEFITS AND PENSIONS			
09/17/18	D SHAMAH	TELEPHONE CONFERENCES W/ PR COUNSEL; EMAILS W/ M. DICONZA, D. PEREZ, AND E. MCKEEN RE: [REDACTED]	0.5
09/19/18	N MITCHELL	PARTICIPATE IN ACTUARIAL UPDATE CALL.	0.5
Total	008 EMPLOYEE BENEFITS AND PENSIONS		1.0
009 FEE APPLICATIONS			
09/16/18	J SPINA	PREPARE JULY FEE APPLICATION.	2.2
Total	009 FEE APPLICATIONS		2.2
012 LITIGATION			
09/03/18	E MCKEEN	STRATEGIZE RE: PBJL COMPLAINT AND INCORPORATED CONTRACTS.	0.2
09/04/18	E MCKEEN	STRATEGIZE RE: DOCUMENTS REFERENCED IN COMPLAINT.	0.4
09/04/18	E MCKEEN	CONFERENCE W/ M. DICONZA, A. PAVEL, I. GARAU (AAFAF), AND G. LORAN (AAFAF) RE: UTIER RULE 2004 REQUESTS.	0.5
09/04/18	A PAVEL	REVIEW PUBLIC FISCAL PLAN MATERIALS AND DOCUMENT REQUESTS TO PREPARE FOR CALL W/ AAFAF TEAM RE: UTIER RULE 2004 REQUESTS (.5) CONFERENCE W/ E. MCKEEN, M. DICONZA, I. GARAU (AAFAF), AND G. LORAN (AAFAF) RE: UTIER RULE 2004 REQUESTS (.5); FOLLOW-UP COMMUNICATIONS W/ M. DICONZA RE: SAME (.1); COMMUNICATIONS W/ E. MCKEEN AND J. ROTH RE: PBJL RICO ARGUMENTS (.2); PREPARE OUTLINE OF POTENTIAL DISMISSAL ARGUMENTS IN RESPONSE TO PBJL RICO CLAIM (.6).	1.9
09/04/18	M HINKER	REVIEW DATAROOM AND LISTS OF CONTRACTS RE: DISCOVERY REQUESTS.	0.9
09/04/18	J ROTH	REVIEW ADVERSARY COMPLAINT BROUGHT BY PBJL ENERGY CORPORATION (18-00063).	0.9
09/04/18	M DICONZA	CONFERENCE W/ E. MCKEEN, A. PAVEL, I. GARAU (AAFAF), AND G. LORAN (AAFAF) RE: UTIER RULE 2004 REQUESTS (.5); REVIEW DISCOVERY REQUEST RE: SAME (.1); EMAILS W/ A. PAVEL RE: SAME (.1).	0.7
09/05/18	M DICONZA	CONFERENCE W/ E. MCKEEN, A. PAVEL, P. POSSINGER (PROSKAUER), AND M. DALE (PROSKAUER) RE: UTIER DOCUMENT REQUESTS.	0.3

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09/05/18	M GILL	CORRESPOND W/ A. PAVEL RE: DOCUMENT COLLECTION TO RESPOND TO UTIER RULE 2004 SUBPOENA.	0.5
09/05/18	M GILL	REVIEW RULE 2004 REQUEST FOR COLLECTIVE BARGAINING DOCUMENTS, FISCAL PLAN DOCUMENTS, AND DOCUMENTS RE: PRIVATIZATION.	0.5
09/05/18	M GILL	CORRESPOND W/ THIRD PARTIES W/ DOCUMENT RE: RESPONSIVE MATERIALS TELEPHONE SCOPING CALLS.	0.3
09/05/18	M GILL	DRAFT THIRD PARTY CORRESPONDENCE RE: DOCUMENT COLLECTION TO RESPOND TO UTIER RULE 2004 SUBPOENA INCLUDING COLLECTIVE BARGAINING.	1.4
09/05/18	M GILL	CONFERENCE W/ A. PAVEL RE: DOCUMENT COLLECTION TO RESPOND TO UTIER RULE 2004 SUBPOENA.	0.2
09/05/18	E MCKEEN	CONFERENCE W/ M. DICONZA, A. PAVEL, P. POSSINGER (PROSKAUER), AND M. DALE (PROSKAUER) RE: UTIER DOCUMENT REQUESTS.	0.3
09/05/18	M HINKER	DISCUSSIONS W/ PROSKAUER AND OMM RE: UTIER 2004 ISSUES.	0.4
09/05/18	N MITCHELL	REVIEW ISSUES RE: UTIER 2004 LETTER.	0.5
09/05/18	J ROTH	DISCUSSION W/ A. PAVEL RE: ADVERSARY COMPLAINT BROUGHT BY PBJL ENERGY CORPORATION (18-00063).	0.3
09/05/18	A PAVEL	EMAIL M. DICONZA, E. MCKEEN, P. POSSINGER (PROSKAUER), AND M. DALE (PROSKAUER) RE: UTIER DOCUMENT REQUESTS (.3); EMAIL M. GILL RE: DOCUMENT COLLECTION EFFORTS IN RESPONSE TO SAME (.2); ANALYZE UTIER DOCUMENT REQUESTS (.4); COMMUNICATE W/ FINANCIAL ADVISOR TEAMS RE: COLLECTION EFFORTS IN RESPONSE TO SAME (.6); CONFERENCE W/ J. ROTH RE: RICO DISMISSAL ARGUMENTS IN PBJL (.3).	1.8
09/06/18	M GILL	DRAFT CORRESPONDENCE RE: COLLECTION OF DOCUMENTS FROM ROTHSCHILD INCLUDING PRIVATIZATION PROCESS DOCUMENTS.	0.8
09/06/18	M GILL	REVISE DOCUMENT TRACKING CHART FOR UNION RULE 2004 REQUESTS RE: FINANCIAL PLAN, [REDACTED]	0.7
09/06/18	M GILL	TELEPHONE CONFERENCE W/ A. PAVEL, ROTHSCHILD BANK, AND S. PRATT RE: UNION RULE 2004 PRIVATIZATION REQUESTS.	0.5
09/06/18	M GILL	REVIEW UTIER RULE 2004 DOCUMENT REQUESTS SUBPOENA.	0.4
09/06/18	E MCKEEN	CONFERENCE W/ M. GILL, ROTHSCHILD TEAM, AND A. PAVEL RE: UTIER REQUEST.	0.5
09/06/18	N MITCHELL	REVIEW ISSUES RE: LIFT STAY.	2.8
09/06/18	J ROTH	REVIEW COMPLAINT IN PBJL ADVERSARY PROCEEDING TO ASSIST W/ DRAFTING MOTION TO DISMISS (1.8); RESEARCH FEDERAL RICO CASE LAW TO ASSIST W/ SAME (2.4).	4.2

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09/06/18	A PAVEL	EMAIL W/ M. GILL, ROTHSCCHILD TEAM, AND E. MCKEEN RE: UTIER REQUESTS (.5); FOLLOW-UP COMMUNICATION W/ M. GILL RE: SAME (.1); REVIEW AND COMMENT ON DRAFT RESPONSE TO UTIER REQUESTS (.4).	1.0
09/07/18	E MCKEEN	STRATEGIZE RE: PBJL LAWSUIT AND DISMISSAL MOTION IN CONNECTION W/ SAME.	0.8
09/07/18	J ROTH	RESEARCH MAIL AND WIRE FRAUD TO ASSIST W/ DRAFTING MOTION TO DISMISS PBJL COMPLAINT (18-0063) (1.6); RESEARCH STANDING RE: SAME (1.8); RESEARCH CAUSATION AND RIPENESS RE: SAME (1.1); RESEARCH RICO CONSPIRACY RE: SAME (1.7); RESEARCH RULE 9(B) STANDARD FOR RICO CLAIMS RE: SAME (.3); RESEARCH RICO ENTERPRISE RE: SAME (.4); REVIEW COMPLAINT AND OTHER PREPA RICO CASES RE: SAME (1.1); DRAFT MOTION TO DISMISS OUTLINE (1.8).	9.8
09/08/18	J ROTH	RESEARCH [REDACTED] TO ASSIST W/ DRAFTING MOTION TO DISMISS PBJL COMPLAINT (18-0063) (1.1); RESEARCH [REDACTED] RE: SAME (2.2); RESEARCH [REDACTED] RE: SAME (1.8); RESEARCH [REDACTED] RE: SAME (.4); RESEARCH [REDACTED] RE: SAME (.3); RESEARCH [REDACTED] RE: SAME (.2); RESEARCH [REDACTED] RE: SAME (.4).	6.4
09/09/18	J ROTH	RESEARCH [REDACTED] CASE LAW TO ASSIST W/ DRAFTING MOTION TO DISMISS PBJL ENERGY COMPLAINT (18-0063) (1.7); DRAFT OUTLINE RE: SAME (1.8).	3.5
09/09/18	A PAVEL	REVIEW PUBLICLY AVAILABLE MATERIALS RE: INTEGRATED RESOURCE PLAN TO PREPARE FOR CONFERENCE W/ E. PAREDES.	0.3
09/10/18	M GILL	CORRESPOND W/ A. PAVEL RE: OUTSTANDING UNION REQUESTS RE: PRIVATIZATION OF ELECTRIC AUTHORITY ASSETS.	0.5
09/10/18	E MCKEEN	TELEPHONE CONFERENCE W/ A. PAVEL, M. GILL, AND EFRAN PAREDES RE: UNION RULE 2004 REQUEST ON INTEGRATED RESOURCE PLAN DOCUMENTS, BID MATERIALS.	0.2
09/10/18	M GILL	TELEPHONE CONFERENCE W/ E. MCKEEN, A. PAVEL, AND E. PAREDES RE: UNION RULE 2004 REQUEST ON INTEGRATED RESOURCE PLAN DOCUMENTS, BID MATERIALS.	0.2
09/10/18	M GILL	DRAFT CORRESPONDENCE RE: COLLECTION OF UNION REQUEST RESPONSIVE DOCUMENTS ON [REDACTED] [REDACTED] RESOURCE PLANS.	0.5

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/10/18	A PAVEL	COMMUNICATE W/ M. DALE (PROSKAUER) RE: RESPONSE TO UTIER LETTER (.1); TELEPHONE CONFERENCE W/ E. MCKEEN, M. GILL, AND E. PAREDES RE: UNION RULE 2004 REQUEST ON INTEGRATED RESOURCE PLAN DOCUMENTS, BID MATERIALS (.2); EMAIL M. GILL RE: SAME (.2); REVISE INITIAL RESPONSE TO UTIER LETTER (.5); COMMUNICATE W/ ROTHSCHILD TEAM RE: PRIVATIZATION REQUESTS (.3); COMMUNICATIONS W/ PREPA AND ANKURA TEAMS RE: UTIER REQUESTS (.1); CONFERENCE W/ J. ROTH RE: [REDACTED] IN RESPONSE TO PBJL COMPLAINT (1.8); REVISE OUTLINE OF [REDACTED] IN RESPONSE TO PBJL COMPLAINT (2.1); RESEARCH RE: SAME (.7); ANALYZE [REDACTED] (.4); COMMUNICATE W/ E. MCKEEN RE: SAME (.2).	6.6
09/10/18	J ROTH	DRAFT OUTLINE FOR MOTION TO DISMISS PBJL ENERGY CORPORATION COMPLAINT (18-0063) (2.4); RESEARCH [REDACTED] TO ASSIST W/ SAME (1.8); REVIEW ONGOING DISTRICT OF PUERTO RICO LAWSUIT INVOLVING A [REDACTED] TO ASSIST W/ SAME (D.P.R. 15-1167) (.9); REVIEW MASTER AGREEMENT BETWEEN PREPA AND PBJL ENERGY CORPORATION TO ASSIST W/ SAME (.6); MEET W/ A. PAVEL RE: MOTION TO DISMISS OUTLINE (1.8); REVISE MOTION TO DISMISS OUTLINE TO IMPLEMENT COMMENTS BY A. PAVEL (3.4); RESEARCH TO ASSIST W/ REVISING SAME (1.9).	12.8
09/10/18	J SPINA	RESEARCH RE: [REDACTED] (4.1); DRAFT MEMORANDUM RE: SAME (3.5).	7.6
09/11/18	N MITCHELL	REVIEW PREPA RULE 2004 REQUESTS.	0.5
09/11/18	M GILL	CONFERENCE W/ A. PAVEL RE: RESPONSES TO UNION REQUESTS INCLUDING DELIBERATIVE PROCESS OBJECTIONS.	0.2
09/11/18	M GILL	CONFERENCE W/ E. MCKEEN, A. PAVEL, AND J. SAN MIGUEL (ANKURA) RE: UTIER DOCUMENT REQUESTS.	0.2
09/11/18	M GILL	REVISE MEMORANDUM TRACKING OUTSTANDING DISCOVERY REQUESTS FOR UNION RULE 2004.	0.6
09/11/18	E MCKEEN	STRATEGIZE RE: DISMISSAL MOTION IN PBJL.	0.4
09/11/18	A PAVEL	ANALYZE PREPA FISCAL PLAN AND RELATED UTIER REQUESTS TO PREPARE FOR CALL W/ ANKURA TEAM (.9); EMAIL E. MCKEEN, M. GILL, AND J. SAN MIGUEL (ANKURA) RE: UTIER DOCUMENT REQUESTS (.2); FOLLOW-UP CONFERENCE W/ M. GILL RE: SAME (.2); REVISE OUTLINE OF RICO ARGUMENTS FOR USE IN MOTION TO DISMISS PBJL COMPLAINT (2.6); COMMUNICATE W/ M. DICONZA RE: PBJL COMPLAINT (.2); COMMUNICATE W/ A. RODRIGUEZ (PREPA) RE: SAME (.2).	4.3
09/11/18	J SPINA	RESEARCH RE: [REDACTED] (2.9); DRAFT MEMORANDUM RE: SAME (3.7); EMAIL I. BLUMBERG RE: SAME (.2).	6.8

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/11/18	J ROTH	REVISE OUTLINE FOR MOTION TO DISMISS PBJL ENERGY CORPORATION COMPLAINT (18-0063) (2.9); RESEARCH [REDACTED] (1.9); RESEARCH [REDACTED] (1.8); RESEARCH [REDACTED] (1.8); CORRESPOND W/ A. PAVEL RE: SAME (2).	6.6
09/12/18	N MITCHELL	FOLLOW UP RE: PREPA RULE 2004 REQUESTS.	0.4
09/12/18	M GILL	CONFERENCE W/ E. MCKEEN, A. PAVEL, J. SAN MIGUEL (ANKURA), AND S. LLOMPART (ANKURA) RE: UTIER REQUESTS.	0.3
09/12/18	J ROTH	RESEARCH [REDACTED] TO ASSIST W/ DRAFTING MOTION TO DISMISS PBJL COMPLAINT (18-0063).	0.9
09/12/18	A PAVEL	ANALYZE PREVIOUS PREPA RULE 2004 PRODUCTION TO EVALUATE FOR RESPONSIVENESS TO UNION RULE 2004 REQUESTS (2); PREPARE FOR CALL W/ ANKURA TEAM RE: UTIER REQUESTS (2); CONFERENCE W/ E. MCKEEN, M. GILL, J. SAN MIGUEL (ANKURA), AND S. LLOMPART (ANKURA) RE: UTIER REQUESTS (3); REVISE RICO ARGUMENT OUTLINE (2.5).	3.2
09/13/18	A PAVEL	REVIEW PUBLICLY AVAILABLE MATERIALS FOR POTENTIAL RESPONSIVENESS TO UTIER DOCUMENT REQUESTS.	0.4
09/14/18	E MCKEEN	REVIEW AND ANALYZE [REDACTED] ARGUMENTS RE: [REDACTED] IN PBJL LAWSUIT.	0.9
09/14/18	M GILL	CORRESPOND W/ PRACTICE SUPPORT RE: CREATION OF UTIER RULE 2004 SUBPOENA.	0.2
09/14/18	M HINKER	PARTICIPATE IN PREPA MEDIATION CALL.	0.8
09/17/18	E MCKEEN	REVIEW MATERIALS RE: [REDACTED]	0.8
09/18/18	E MCKEEN	REVIEW CORRESPONDENCE RE: RULE 2004 DISCOVERY FROM UTIER.	0.3
09/18/18	M GILL	CORRESPOND W/ M. HINKER RE: CLIENT REQUESTS FOR DOCUMENTS RESPONSIVE TO UNION SUBPOENA.	0.4
09/18/18	M GILL	CORRESPOND W/ A. PAVEL RE: PREPA DISCOVERY COLLECTION.	0.6
09/19/18	M DICONZA	DISCUSSION W/ N. MITCHELL RE: PREPA LEGAL ISSUES AND ANALYSIS (8); MEET W/ J. SPINA RE: SAME (4).	1.2
09/20/18	M GILL	CORRESPOND W/ A. PAVEL RE: ADDITIONAL DOCUMENT REQUESTS TO COMPLY W/ UNION RULE 2004 SUBPOENA.	0.6
09/20/18	M DICONZA	EMAILS W/ GT RE: NATIONAL NDA AND AMENDMENT (3); REVIEW AND COMMENT ON SAME (4).	0.7
09/21/18	M GILL	CORRESPOND W/ A. PAVEL RE: UTIER SUBPOENA DOCUMENT COLLECTION.	0.3
09/21/18	M DICONZA	REVIEW FIRST AMENDMENT TO NATIONAL NDA AND EMAILS W/ GT RE: SAME.	0.2
09/24/18	E MCKEEN	COMMUNICATIONS RE: STATUS OF UTIER DISCOVERY REQUESTS.	0.2

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09/24/18	A PAVEL	COMMUNICATE W/ ANKURA, ROTHSCHILD, AND PROSKAUER TEAMS RE: UTIER RULE 2004 DISCOVERY REQUESTS.	0.7
09/24/18	M GILL	CORRESPOND W/ A. PAVEL RE: UTIER RULE 2004 REQUESTS INCLUDING MARKET SOUNDING DOCUMENTS.	0.6
09/25/18	A PAVEL	CONFERENCE W/ M. GILL RE: RULE 2004 REQUESTS.	0.1
09/26/18	E MCKEEN	REVIEW AND REVISE ANALYSIS OF DISMISSAL MOTION FOR CLIENT UPDATE.	0.8
09/26/18	E MCKEEN	ANALYZE COURT'S DISMISSAL ORDER.	0.6
09/27/18	M HINKER	REVISE SUMMARY OF UTIER OPINION (.4) AND CORRESPONDENCE RE: SUMMARY (.2).	0.6
09/27/18	M GILL	CORRESPOND W/ A. PAVEL RE: LETTER TO UNION ON DOCUMENT REQUESTS, OBJECTION TO SCOPE OF RULE 2004.	0.3
09/27/18	M GILL	DRAFT CORRESPONDENCE TO UNION RE: DOCUMENT REQUEST PRODUCTIONS, DELIBERATE PROCESS PRIVILEGE.	1.5
09/27/18	M GILL	REVIEW DOCUMENTS ON MARKET SOUNDING, CORRESPONDENCE SHARED BY ROTHSCHILD.	0.4
09/27/18	N MITCHELL	TELEPHONE CONFERENCE W/ CACION TEAM RE: PREPA: PURCELL-SOLER.	1.0
09/27/18	I BLUMBERG	REVIEW AND REVISE SUMMARY RE: UTIER V. PREPA DECISION.	0.8
09/28/18	A PAVEL	CONFERENCE W/ M. GILL RE: RULE 2004 REQUESTS (.2); REVISE RESPONSES TO SAME (1.0).	1.2
09/28/18	E MCKEEN	FOLLOW UP ON STATUS OF RULE 2004 DISCOVERY REQUESTS.	0.3
Total	012 LITIGATION		113.0
013 MEETINGS AND COMMUNICATIONS WITH CREDITORS			
09/28/18	M HINKER	PREPARE FOR AND PARTICIPATE IN BI-WEEKLY MEDIATION CALL.	0.6
Total	013 MEETINGS AND COMMUNICATIONS WITH CREDITORS		0.6
015 PLAN OF ADJUSTMENT			
09/02/18	M DICONZA	REVIEW RESEARCH RE: [REDACTED].	0.3
09/04/18	D SHAMAH	REVIEW DRAFT MEMORANDUM RE: [REDACTED] AND EMAILS W/ T. ROSSO RE: SAME.	0.6
09/04/18	N MITCHELL	PREPARE FOR AND PARTICIPATE IN CALL RE: RSA ISSUES W/ AAFAP TEAM, PREPA TEAM, AND ADVISORS.	1.5
09/04/18	N MITCHELL	PREPARE FOR AND PARTICIPATE IN CALL W/ PROSKAUER RE: PREPA RSA - [REDACTED] TERM SHEET.	2.8
09/04/18	I BLUMBERG	RESEARCH RE: [REDACTED] (1.3); REVISE [REDACTED] MEMORANDUM (1.7).	3.0

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/04/18	M DICONZA	TELEPHONE CONFERENCE W/ PREPA AND ADVISOR TEAMS RE: COMMENTS TO RSA (.5); EMAILS W/ S. TORRES RE: SAME (.1).	0.6
09/05/18	M DICONZA	EMAILS W/ ROTHSCHILD RE: UPDATE FROM DISCUSSIONS W/ CITI RE: RSA.	0.1
09/05/18	M DICONZA	TELEPHONE CONFERENCE W/ PROSKAUER, N. MITCHELL, AND M. HINKER RE: NEXT STEPS ON RSA PROCESS.	0.5
09/05/18	I BLUMBERG	DRAFT [REDACTED] MEMORANDUM AND SUBMIT SAME TO M. HINKER.	3.1
09/05/18	J SPINA	RESEARCH RE: [REDACTED]	1.9
09/06/18	M DICONZA	PREPARE FOR CALL W/ PROSKAUER RE: RSA (.1); TELEPHONE CONFERENCE W/ PROSKAUER AND KRAMER RE: RSA (2.0); FOLLOW-UP CALL W/ PROSKAUER, N. MITCHELL, AND M. HINKER (.6); REVISE SECURITIZATION TERM SHEET (2.2).	4.9
09/06/18	N MITCHELL	PREPARE FOR AND PARTICIPATE IN RSA MEETING W/ KRAMER LEVIN TEAM AND PROSKAUER TEAM.	2.5
09/06/18	M HINKER	CONFERENCE W/ D. DESATNIK, E. BARAK, P. POSSINGER, A. CATON, T. MAYER, S. SEGAL, AND A. BYOWITZ RE: RSA ISSUES.	2.2
09/06/18	J SPINA	RESEARCH RE: [REDACTED]	2.6
09/07/18	M DICONZA	REVISE ON SECURITIZATION TERM SHEET (1.3); EMAILS W/ PROSKAUER AND KRAMER RE: EXTENSIONS (.2); EMAIL TO CLIENT RE: SAME (.1); DRAFT EMMA FILING RE: SAME (.1).	1.7
09/07/18	J SPINA	RESEARCH RE: [REDACTED]	4.3
09/08/18	M DICONZA	REVIEW L. BAUER TERM SHEET COMMENTS.	0.3
09/09/18	D SHAMAH	EDIT MEMORANDUM RE: BEST [REDACTED]	2.4
09/09/18	M DICONZA	REVISE SECURITIZATION TERM SHEET W/ NORTON ROSE COMMENTS (1.5); EMAIL RE: SAME TO PROSKAUER (.1).	1.6
09/10/18	M DICONZA	REVIEW AND COMMENT ON RSA SUMMARIES FOR CLIENT.	0.3
09/11/18	I BLUMBERG	DRAFT MEMORANDUM RE: [REDACTED]	0.2
09/12/18	N MITCHELL	DISCUSSION W/ UST RE: PLAN OF ADJUSTMENT.	0.8
09/12/18	M HINKER	REVIEW [REDACTED] TERM SHEET PRESENTATION.	0.4
09/12/18	N MITCHELL	PREPARE FOR AND PARTICIPATE IN MEETING RE: [REDACTED]	1.3
09/12/18	M DICONZA	PARTICIPATE IN MEETING RE: [REDACTED] (PARTIAL).	0.7
09/12/18	M DICONZA	REVIEW ADDITIONAL NR COMMENTS TO SECURITIZATION TERM SHEET.	0.4

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Beneficiary: O'Melveny & Myers LLP, Account No.: #4078-0224

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Client: PUERTO RICO ELECTRIC POWER AUTHORITY (PREPA)
 Matter Name: TITLE III
 Matter: 0686898-00001

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/12/18	M DICONZA	REVIEW AND ANALYZE [REDACTED] MEMORANDUM AND RELATED ISSUES.	0.8
09/12/18	J SPINA	RESEARCH RE: [REDACTED]	4.2
09/12/18	J SPINA	RESEARCH [REDACTED] (1.4); DRAFT AND REVISE MEMORANDUM RE: SAME (3.9).	5.3
09/13/18	M HINKER	REVIEW DRAFT MEMORANDUM RE: [REDACTED]	1.1
09/13/18	M HINKER	REVIEW REVISED [REDACTED] RESEARCH MEMORANDUM.	0.6
09/13/18	N MITCHELL	DRAFT EMAIL TO D. MONDELL (ROTHSCHILD), M. YASSIN, T. FILSINGER (FILSINGER ENERGY PARTNERS), J. ORTIZ, AND N. MORALES RE: RSA.	0.2
09/13/18	M GILL	REVISE [REDACTED] MEMORANDUM RE: [REDACTED]	1.3
09/13/18	M GILL	RESEARCH [REDACTED] RE: [REDACTED]	1.1
09/13/18	I BLUMBERG	RESEARCH RE: [REDACTED]	0.5
09/13/18	D SHAMAH	REVISE MEMORANDUM RE: [REDACTED]	1.1
09/13/18	J SPINA	RESEARCH RE: [REDACTED]	2.9
09/13/18	D SHAMAH	EMAILS W/ T. ROSSO RE: MEMORANDUM RE: [REDACTED]	0.3
09/13/18	J SPINA	RESEARCH RE: [REDACTED] (1.0); DRAFT AND REVISE MEMORANDUM RE: SAME (3.7); EMAIL I. BLUMBERG RE: SAME (.3).	5.0
09/14/18	M GILL	REVIEW D. SHAMAH EDITS TO [REDACTED] MEMORANDUM AND INCORPORATE EDITS.	0.2
09/14/18	N MITCHELL	TELEPHONE CALL RE: RSA ISSUES AND PREPA.	0.5
09/14/18	J SPINA	RESEARCH RE: [REDACTED]	1.4
09/14/18	J SPINA	REVISE [REDACTED] BASED ON COMMENTS FROM D. SHAMAH (4.9); EMAILS RE: SAME (.9).	5.8
09/14/18	M DICONZA	TELEPHONE CONFERENCE W/ P. POSSINGER, M. HINKER RE: PREPA RSA (.3); REVIEW AND INCORPORATE NR ADDITIONAL COMMENTS TO SECURITIZATION TERM SHEET AND FINALIZE SAME FOR DISTRIBUTION (.8); REVIEW RSA COMMENTS (.4); EMAILS W/ PROSKAUER RE: SAME (.3); EMAILS W/ KRAMER RE: SAME AND RSA EXTENSION (.1).	1.9

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Client: PUERTO RICO ELECTRIC POWER AUTHORITY (PREPA)
Matter Name: TITLE III
Matter: 0686898-00001

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/14/18	D SHAMAH	EDIT MEMORANDUM ON [REDACTED] (.8); EDIT MEMORANDUM ON [REDACTED] (.5).	1.3
09/14/18	M DICONZA	EMAIL TO AAFAF RE: EMMA FILING FOR RSA EXTENSION.	0.1
09/16/18	M GILL	REVISE MEMORANDUM RE: [REDACTED] [REDACTED].	1.8
09/17/18	M GILL	REVIEW [REDACTED] SECTIONS FOR BANKRUPTCY MATTER.	0.5
09/17/18	M GILL	REVISE [REDACTED] MEMORANDUM TO INCORPORATE REVISION OF D. SHAMAH INCLUDING REVISIONS TO [REDACTED].	3.2
09/17/18	N MITCHELL	REVIEW EMAIL FROM G. RIPPPIE RE: [REDACTED] FOLLOW UP.	0.1
09/17/18	N MITCHELL	READ EMAIL FROM L. BAUER RE: PREPA ISSUES.	0.1
09/17/18	N MITCHELL	DRAFT EMAIL TO D. BROWNSTEIN RE: PREPA ISSUES.	0.5
09/17/18	N MITCHELL	EMAIL P. POSSINGER (PROSKAUER) RE: PRIVATIZATION.	0.1
09/18/18	M GILL	REVISE [REDACTED] MEMORANDUM TO INCORPORATE REVISIONS OF D. SHAMAH, ADDITIONAL INPUT ON [REDACTED].	0.4
09/18/18	M GILL	CORRESPOND W/ D. SHAMAH RE: [REDACTED] MEMORANDUM, REVIEW [REDACTED] [REDACTED].	0.4
09/18/18	N MITCHELL	EMAIL TO J. SAN MIGUEL (ANKURA), G. FILSINGER, P. CRISALLI, AND M. DICONZA RE: CREDITOR CALLS.	0.1
09/18/18	N MITCHELL	DRAFT EMAIL TO M. YASSIN, F. BATLLE (ANKURA), M. DICONZA, AND M. HINKER RE: QUESTIONS FOR PRIVATIZATION.	0.3
09/18/18	N MITCHELL	DRAFT EMAIL TO P. POSSINGER (PROSKAUER), E. BARAK (PROSKAUER) RE: 11:30 CALL.	0.2
09/18/18	N MITCHELL	COMPOSE INITIAL ANSWERS TO QUESTIONS POSED BY KRAMER LEVIN.	1.5
09/18/18	M DICONZA	EMAIL AND TELEPHONE CONFERENCE W/ P. POSSINGER (PROSKAUER) RE: RSA ISSUES (.1); TELEPHONE CONFERENCE W/ KRAMER AND PROSKAUER RE: PREPA PRIVATIZATION (.6); FOLLOW-UP CALL W/ P. POSSINGER AND E. BARAK (PROSKAUER) AND N. MITCHELL (PARTIAL) RE: SAME (.4); TELEPHONE CONFERENCE AND EMAILS W/ VITI AND PROSKAUER RE: PROPOSALS FOR RSA TREATMENT (.9); MEET W/ N. MITCHELL RE: SAME (.3).	2.3
09/18/18	N MITCHELL	DRAFT EMAIL TO AAFAF TEAM RE: DISCUSSION W/ CITI, PROSKAUER.	0.5
09/18/18	N MITCHELL	EMAIL AAFAF TEAM RE: PREPA PRIVATIZATION (.2); PREPA CALL FROM P. POSSINGER (PROSKAUER) (.3); DRAFT EMAIL TO F. BATLLE (ANKURA) RE: PREPA (.7).	1.2
09/18/18	M HINKER	EMAIL N. MITCHELL, M. DICONZA, M. HINKER, E. BARAK, P. POSSINGER (PROSKAUER), AND CREDITOR REPRESENTATIVES RE: PREPA PRIVATIZATION.	0.5

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/19/18	E MCKEEN	REVIEW AND REVISE MEMORANDUM RE: [REDACTED] ISSUES.	1.1
09/19/18	D SHAMAH	EMAILS W/ E. MCKEEN RE: OUTSTANDING RESEARCH ISSUES.	0.2
09/19/18	N MITCHELL	REVIEW MEMORANDA RE: [REDACTED]	1.1
09/19/18	J SPINA	RESEARCH RE: [REDACTED]	4.3
09/19/18	J SPINA	CORRESPOND W/ M. DICONZA RE: [REDACTED] ANALYSIS (.5); [REDACTED] ANALYSIS (.4); [REDACTED] (.3).	1.2
09/19/18	J SPINA	RESEARCH RE: [REDACTED] (4.0); DRAFT MEMORANDUM RE: SAME (1.9).	5.9
09/19/18	M HINKER	DRAFT AND COORDINATE RESPONSES TO ISSUES, QUESTIONS FROM RSA PARTIES.	1.8
09/20/18	N MITCHELL	PREPARED FOR AND PARTICIPATED IN PREPA MEETING - AD HOC GROUP, AAFAF, FOMB, P3 RE: PATH FORWARD.	2.8
09/20/18	J SPINA	REVISE [REDACTED] MEMORANDUM (2.2); RESEARCH RE: SAME (1.9).	4.1
09/20/18	J SPINA	DRAFT MEMORANDUM RE: [REDACTED]	5.4
09/20/18	M HINKER	DISCUSSION W/ KRAMER LEVIN (A. CATON, A. BYOWITZ), N. MITCHELL, PROSKAUER (E. BARAK, P. POSSINGER), CITI (F. CHAPADOS), AND OTHER BONDHOLDER ADVISORS RE: TRANSFORMATION PROCESS.	2.1
09/20/18	D SHAMAH	TELEPHONE CONFERENCE W/ M. GILL RE: [REDACTED] ANALYSIS.	0.3
09/20/18	M HINKER	FOLLOW-UP DISCUSSIONS AND MEETING RE: MEETING W/ AD HOC GROUP W/ OMM (N. MITCHELL AND M. DICONZA).	0.8
09/20/18	M HINKER	CORRESPOND W/ ANKURA (G. GIL) AND FEP (T. FILSINGER) RE: [REDACTED].	0.2
09/20/18	M HINKER	CORRESPOND W/ PROSKAUER (P. POSSINGER AND E. BARAK) RE: PRIVATIZATION ISSUES.	0.1
09/21/18	J SPINA	CONTINUE RESEARCH RE: [REDACTED] (4.2); REVISE MEMORANDUM RE: SAME (2.1).	6.3
09/21/18	M HINKER	RESEARCH AND REVIEW P3 LAW.	0.8
09/21/18	M HINKER	DISCUSSIONS W/ PROSKAUER (E. BARAK, D. DESATNIK) RE: STATUS OF RSA.	0.3
09/21/18	E MCKEEN	REVIEW AND ANALYZE [REDACTED] MEMORANDUM.	0.8
09/24/18	E MCKEEN	REVIEW AND ANALYZE MATERIALS RE: [REDACTED] STANDARD.	1.1
09/24/18	E MCKEEN	REVIEW AND ANALYZE [REDACTED] IN CONNECTION W/ [REDACTED] ANALYSIS.	1.2
09/24/18	M HINKER	REVIEW AND REVISE MEMORANDUM RE: [REDACTED] ISSUES.	1.6

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/24/18	I BLUMBERG	DRAFT MEMORANDUM RE: PRIORITY OF [REDACTED]	1.8
09/24/18	E MCKEEN	PROPOSE REVISIONS TO MEMORANDUM RE: [REDACTED]	1.3
09/25/18	M HINKER	REVIEW AND REVISE MEMORANDUM RE: [REDACTED] ISSUES.	0.9
09/25/18	M DICONZA	EMAILS W/ KRAMER AND PROSKAUER RE: RSA EXTENSION (.2); EMAILS W/ CLIENTS RE: SAME (.1); PREPARE AND SEND EMMA FILING RE: SAME (.1); REVIEW AND COMMENT IN TIMELINE (.4).	0.8
09/25/18	N MITCHELL	REVISE PREPA TIMELINES.	2.2
09/25/18	I BLUMBERG	DRAFT MEMORANDUM RE: [REDACTED] (1.3); REVISE AND INCORPORATE COMMENTS FROM M. HINKER RE: SAME (2.8).	4.1
09/26/18	M GILL	DRAFT CHART OF [REDACTED] PROVISIONS RE: [REDACTED]	1.1
09/26/18	M HINKER	REVIEW AND REVISE MEMORANDUM RE: PLAN OF ADJUSTMENT ISSUES AND STRATEGIES.	3.1
09/26/18	M DICONZA	REVIEW AND ANALYZE LEGAL RESEARCH ISSUES, MEMORANDA.	1.4
09/26/18	N MITCHELL	ACT 4 AMENDMENTS BEGAN REVIEW AND ANALYSIS OF DOCUMENTS.	0.1
09/26/18	D SHAMAH	REVISE [REDACTED] OF MEMORANDUM PER E. MCKEEN COMMENTS.	1.9
09/27/18	M GILL	DRAFT SUMMARY OF [REDACTED] PROVISIONS RE: [REDACTED]	0.9
09/27/18	N MITCHELL	WORK THROUGH ACT 4 AMENDMENTS.	0.4
09/27/18	N MITCHELL	COMPOSE EMAIL TO E. BARAK (PROSKAUER), P. POSSINGER (PROSKAUER), D. CLEARY (GREENBERG) RE: ACT 4 - 2016.	0.3
09/28/18	N MITCHELL	READ EMAIL FROM KRAMER LEVIN RE: PREPA - PRELIMINARY RSA EXTENSION.	0.1
Total	015 PLAN OF ADJUSTMENT		154.2
020 MEDIATION			
09/13/18	M DICONZA	TELEPHONE CONFERENCE W/ M. HINDMAN (MEDIATION TEAM) RE: UPDATE ON PREPA.	0.3
09/20/18	M DICONZA	REVIEW AND COMMENT ON BI-WEEKLY CREDITOR UPDATE DISCUSSION MATERIALS.	0.3
Total	020 MEDIATION		0.6
Total Hours			334.2
Total Fees			244,359.39

Disbursements

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Matter Name: TITLE III
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Copying	\$209.70
Expense Report Other (Incl. Out of Town Travel)	422.27
Local Travel	135.29
Scanning Services	9.70

Total Disbursements **\$776.96**

Total Current Invoice **\$245,136.35**

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<u>Date</u>	<u>Cost Type</u>	<u>Description</u>	<u>Qty</u>	<u>Amount</u>
09/05/18	E101	Lasertrak Printing - Roth, Joseph Pages: 77	77.00	\$7.70
09/05/18	E101	Lasertrak Printing - Gill, Matthew Pages: 130	130.00	13.00
09/05/18	E101	Lasertrak Printing - Roth, Joseph Pages: 78	78.00	7.80
09/06/18	E101	Lasertrak Printing - DiConza, Maria Pages: 20	20.00	2.00
09/06/18	E101	Lasertrak Printing - Roth, Joseph Pages: 68	68.00	6.80
09/10/18	E101	Lasertrak Color Printing - Roth, Joseph Pages: 32	32.00	3.20
09/11/18	E101	Lasertrak Color Printing - Hernandez, Tanya Pages: 95	95.00	9.50
09/11/18	E101	Lasertrak Color Printing - Hernandez, Tanya Pages: 142	142.00	14.20
09/12/18	E101	Lasertrak Printing - DiConza, Maria Pages: 53	53.00	5.30
09/25/18	E101	Lasertrak Printing - D'Elia, Karen Pages: 1300	1,300.00	130.00
09/25/18	E101	Lasertrak Printing - D'Elia, Karen Pages: 4	4.00	0.40
09/25/18	E101	Lasertrak Printing - D'Elia, Karen Pages: 49	49.00	4.90
09/25/18	E101	Lasertrak Printing - D'Elia, Karen Pages: 49	49.00	4.90
Total for E101 - Lasertrak Printing				\$209.70
09/17/18	E109	MATTHEW HINKER - Local Travel Local Travel - MATTHEW HINKER - CAR SERVICE, PELHAM, NY/JFK AIRPORT. CAR SERVICE - HOME TO JFK FOR FLIGHT TO SAN JUAN, PR FOR CLIENT MEETINGS	1.00	\$84.00
09/19/18	E109	MATTHEW HINKER - Local Travel Local Travel - MATTHEW HINKER - CAR SERVICE, JFK AIRPORT/PELHAM, NY. TAXI SERVICE - JFK TO HOME AFTER TRIP TO SAN JUAN, PR FOR CLIENT MEETINGS	1.00	51.29
Total for E109 - Local Travel				\$135.29
09/19/18	E110	MATTHEW HINKER - Out-of-Town Travel Meals Out-of- Town Travel Meals - MATTHEW HINKER, LUNCH, GUESTS: MATTHEW HINKER LUNCH WHILE IN SAN JUAN, PR FOR CLIENT MEETINGS	1.00	\$22.27
09/19/18	E110	MATTHEW HINKER - Out-of-Town Travel Hotel Out-of- Town Travel Hotel - MATTHEW HINKER, 09/17/2018- 09/19/2018 LODGING. HOTEL WHILE IN SAN JUAN, PR FOR CLIENT MEETINGS. 2 NIGHTS @ \$200/NIGHT	1.00	400.00
Total for E110 - Out-of-Town Travel Meals				\$422.27
08/30/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 7	7.00	\$0.70
08/31/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 1	1.00	0.10
08/31/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 4	4.00	0.40
09/04/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number	1.00	0.10

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09/04/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 1	1.00	0.10
09/04/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 6	6.00	0.60
09/04/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 10	10.00	1.00
09/04/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 1	1.00	0.10
09/10/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 2	2.00	0.20
09/10/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 1	1.00	0.10
09/11/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 3	3.00	0.30
09/11/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 5	5.00	0.50
09/11/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 16	16.00	1.60
09/17/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 1	1.00	0.10
09/18/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 1	1.00	0.10
09/21/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 5	5.00	0.50
09/24/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 5	5.00	0.50
09/24/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 4	4.00	0.40
09/24/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 4	4.00	0.40
09/24/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 6	6.00	0.60
09/24/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 8	8.00	0.80
09/25/18	E130S	Scanning Services (Accuroute) - D'Elia, Karen M. - Number of Pages: 5	5.00	0.50
Total for E130S - Scanning Services (Accuroute)				\$9.70

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Timekeeper Summary

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Attorneys			
MARIA J. DICONZA	892.50	28.8	25,704.00
NANCY MITCHELL	1,147.50	39.5	45,326.25
ELIZABETH L. MCKEEN	845.75	12.7	10,741.07
DANIEL S. SHAMAH	845.75	12.6	10,656.49
MATTHEW HINKER	807.50	24.5	19,783.75
JOSEPH ZUJKOWSKI	765.00	3.2	2,448.00
ASHLEY PAVEL	727.50	21.5	15,641.25
JOSEPH A. SPINA	654.50	104.7	68,526.15
IRENE BLUMBERG	432.75	13.8	5,971.97
MATTHEW GILL	650.25	27.5	17,881.96
JOSEPH L. ROTH	477.50	45.4	21,678.50
Total for Attorneys		334.2	244,359.39
Total		334.2	244,359.39

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Client: PUERTO RICO ELECTRIC POWER AUTHORITY (PREPA)
 Matter Name: TITLE III
 Matter: 0686898-00001

11/13/18
 Invoice: 1015719
 Page No. 20

Task Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
NANCY MITCHELL	Partner	1,147.50	0.3	344.25
JOSEPH A. SPINA	Associate	654.50	27.2	17,802.40
Total for 001 ASSET ANALYSIS AND RECOVERY			27.5	18,146.65
DANIEL S. SHAMAH	Partner	845.75	2.1	1,776.08
Total for 003 ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS			2.1	1,776.08
NANCY MITCHELL	Partner	1,147.50	3.7	4,245.75
MARIA J. DICONZA	Partner	892.50	5.2	4,641.00
MATTHEW HINKER	Counsel	807.50	3.0	2,422.50
Total for 004 BUSINESS OPERATIONS			11.9	11,309.25
MARIA J. DICONZA	Partner	892.50	1.2	1,071.00
JOSEPH ZUJKOWSKI	Counsel	765.00	3.2	2,448.00
MATTHEW HINKER	Counsel	807.50	0.3	242.25
IRENE BLUMBERG	Associate	432.75	0.3	129.83
JOSEPH A. SPINA	Associate	654.50	0.3	196.35
Total for 005 CASE ADMINISTRATION			5.3	4,087.43
DANIEL S. SHAMAH	Partner	845.75	1.9	1,606.93
Total for 006 CLAIMS ADMINISTRATION AND OBJECTIONS			1.9	1,606.93
NANCY MITCHELL	Partner	1,147.50	8.6	9,868.50
MATTHEW HINKER	Counsel	807.50	1.4	1,130.50
MATTHEW GILL	Associate	650.25	3.9	2,535.98
Total for 007 CORPORATE GOVERNANCE AND BOARD MATTERS			13.9	13,534.98
NANCY MITCHELL	Partner	1,147.50	0.5	573.75
DANIEL S. SHAMAH	Partner	845.75	0.5	422.88
Total for 008 EMPLOYEE BENEFITS AND PENSIONS			1.0	996.63
JOSEPH A. SPINA	Associate	654.50	2.2	1,439.90
Total for 009 FEE APPLICATIONS			2.2	1,439.90
NANCY MITCHELL	Partner	1,147.50	5.2	5,967.00
ELIZABETH L. MCKEEN	Partner	845.75	7.2	6,089.43
MARIA J. DICONZA	Partner	892.50	3.1	2,766.75
ASHLEY PAVEL	Counsel	727.50	21.5	15,641.25
MATTHEW HINKER	Counsel	807.50	2.7	2,180.25
IRENE BLUMBERG	Associate	432.75	0.8	346.20
JOSEPH L. ROTH	Associate	477.50	45.4	21,678.50
MATTHEW GILL	Associate	650.25	12.7	8,258.23
JOSEPH A. SPINA	Associate	654.50	14.4	9,424.80
Total for 012 LITIGATION			113.0	72,352.41
MATTHEW HINKER	Counsel	807.50	0.6	484.50
Total for 013 MEETINGS AND COMMUNICATIONS WITH CREDITORS			0.6	484.50

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NANCY MITCHELL	Partner	1,147.50	21.2	24,327.00
DANIEL S. SHAMAH	Partner	845.75	8.1	6,850.60
ELIZABETH L. MCKEEN	Partner	845.75	5.5	4,651.64
MARIA J. DICONZA	Partner	892.50	18.7	16,689.75
MATTHEW HINKER	Counsel	807.50	16.5	13,323.75
IRENE BLUMBERG	Associate	432.75	12.7	5,495.94
MATTHEW GILL	Associate	650.25	10.9	7,087.75
JOSEPH A. SPINA	Associate	654.50	60.6	39,662.70
Total for 015 PLAN OF ADJUSTMENT			154.2	118,089.13
MARIA J. DICONZA	Partner	892.50	0.6	535.50
Total for 020 MEDIATION			0.6	535.50

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